

# Mountview Estates P.L.C.

*Annual Report and Accounts 2017*



## *About Us*

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Mountview Estates P.L.C. was established in 1937 as a small family business based in North London by two brothers, Frank and Irving Sinclair.

Mountview Estates P.L.C. is a Property Trading Company. The Company owns and acquires tenanted residential property throughout the UK and sells such property when it becomes vacant.

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# Our Performance

|   |   |  |  |
|---|---|--|--|
| <b>REVENUE</b><br><b>£78.2m</b><br>↓2.0%<br>(2016: £79.8m)                | <b>GROSS PROFIT</b><br><b>£52.1m</b><br>↓1.7%<br>(2016: £53.0m)       | <b>PROFIT BEFORE TAX</b><br><b>£45.0m</b><br>↓7%<br>(2016: £48.4m)     | <b>PROFIT BEFORE TAX EXCLUDING INVESTMENT PROPERTIES REVALUATION</b><br><b>£46.0m</b><br>↓1.9%<br>(2016: £46.9m) |
| <b>SHAREHOLDERS' EQUITY</b><br><b>£336.3m</b><br>↑7.9%<br>(2016: £311.8m) | <b>EARNINGS PER SHARE</b><br><b>929.1p</b><br>↓6.4%<br>(2016: 992.9p) | <b>NET ASSETS PER SHARE</b><br><b>£86.25</b><br>↑7.9%<br>(2016: £79.9) | <b>DIVIDEND PER SHARE</b><br><b>300p</b><br>↔ 0%<br>(2016: 300p)   |

Mountview Estates P.L.C. advises its Shareholders that, following the issue of the final results, the relevant dates in respect of the proposed final dividend payment of 100 pence per share are as follows:

Ex dividend date 13 July 2017  
 Record date 14 July 2017  
 Payment date 14 August 2017

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# Chairman's Statement

Dear Shareholder

## STRATEGY

Financial year 2016/17 has been a challenging one. A significant increase in Stamp Duty in April 2016 had the effect of accelerating sales prior to the start of this financial year and slowing sales thereafter. Further, the unexpected vote for 'Brexit' in June 2016 has had an unsettling effect on markets and has dampened demand for property assets throughout the year. This is reflected in the recent (downward) revaluation of our investment property portfolio by Allsop LLP.

Notwithstanding these factors, our property trading portfolio has done well and our Executive team has achieved good prices for assets, delivering returns similar to our previous year despite a year on year fall in the number of assets sold. These results, discussed in more detail below, show the strength of our strategy in focusing on regulated tenancies in areas of the country where we consider there to be continuing strong demand for housing stock. We continue to see good opportunities to add assets to our trading portfolio.

## FINANCIAL RESULTS

Our financial results have declined slightly year on year: profit before tax of £45 million is down 7% when compared with the year ended 31 March 2016. However, a significant proportion of this reduction is the impact of valuation changes in the investment property portfolio mentioned above and, excluding this revaluation, the Company produced a similar profit before tax of £46 million to that for the year ended 31 March 2016 – down only 1.9% – a considerable achievement given 27 fewer property sales in the current year. The swift and skilful disposal of property reversions remains a core strength of our team. Our balance sheet remains strong and we are well positioned to take advantage of acquisitions as they present themselves. Therefore, the Board is proposing to maintain the dividend for the full year at 300 pence per share with dividend cover remaining at over three times.

## GOVERNANCE

The Remuneration Committee carried out a Remuneration Benchmarking Project between November 2016 and March 2017 using independent external advisers to review the compensation of our key Executive Directors. This work is discussed in more detail in the Remuneration Report. I believe that Mountview performs well against its peer group and it is important that those responsible for our success are fairly rewarded for their efforts.

We have also revised the Remuneration Policy of the Company and this is set out below. The new Remuneration Policy will be submitted to Shareholders at our AGM. There are a small number of changes and greater disclosure to bring it into line with best practice.

The Audit and Risk Committee has just concluded an audit tender process and we have decided to recommend to Shareholders that the Company should continue with the present incumbents, BSG Valentine. More detail is provided in the Audit and Risk Committee report.

Your Board recognises that good governance is important to all our Shareholders and we will be looking to strengthen the resources available to Directors in the coming year to ensure that we continue to keep up with best practice in this area.

## OUR PEOPLE

We have a small team at Mountview and they have worked hard this year to deliver the results described below in a difficult environment. We continue to invest in our staff to ensure that they can deliver an excellent service to our tenants and strong returns for Shareholders. After a slow start to the year, I can report strong momentum within the business.

## 2017/18

The recent General Election result extends and increases the period of uncertainty that we face in the coming year, and this is most likely to have a negative impact on both risk appetite and demand. At the same time, our trading operations are focused on buying quality assets in locations with better prospects at a price point that is less exposed to these risks. Our strong balance sheet may also enable us to take advantage of opportunities that arise in this environment. We continue to believe that Mountview's strategy, that has served us so well in the past, continues to be as relevant as ever in the face of these challenging times.



A.C.J. Solway  
Non-Executive Chairman  
13 July 2017

# Chief Executive's Statement

When I was writing this statement last year we had suffered the immediate effects of the 3% increase in stamp duty and were continuing to suffer the ongoing effects of it. We had also suffered the uncertainties of the referendum campaign and were now being warned about the possible effects of 'Brexit'. Whilst some of the trade figures have been encouraging since the 'Brexit' vote, we have since had the uncertainties generated by a general election campaign. The general election result has done nothing to inspire the confidence that we all crave.

With continuing uncertainties in the macroeconomic situation we must rely upon our own sound strategies to ensure further prosperity for the Company. We keep our gearing low and are thus able to take advantage of good purchasing opportunities when they occur. We have made more purchases in the financial year ended 31 March 2017 compared with the previous year and with strong sales revenue since 1 October 2016 we have come close to matching the outstanding results of year ended 31 March 2016.

With these very sound results we are able to maintain the total dividends for the year at 300 pence per share which are still more than three times covered. The recommended final dividend of 100 pence per share in respect of the year ended 31 March 2017 will be payable on 14 August 2017 to shareholders on the Register of Members as at 14 July 2017.

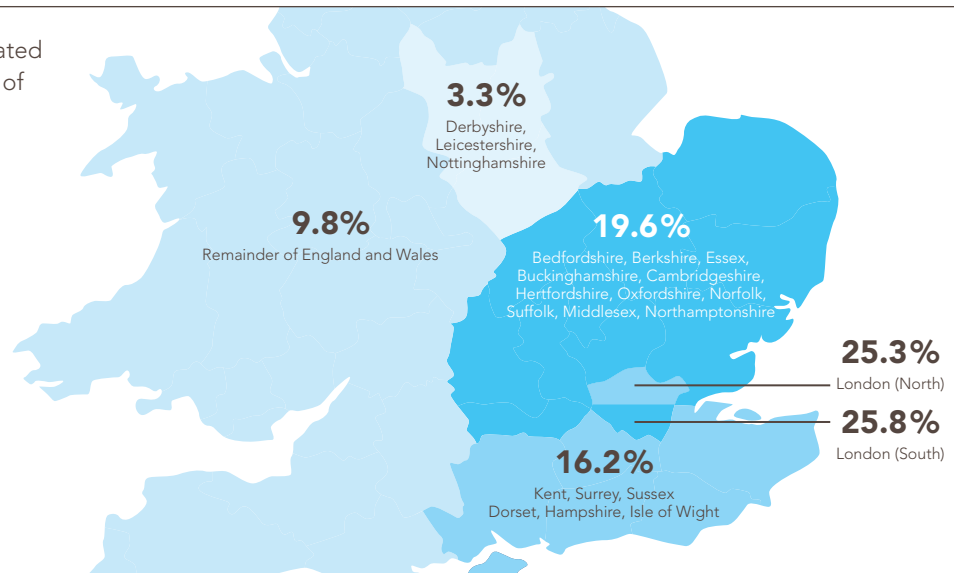
Many of my staff have shown outstanding loyalty and have played major roles in bringing the Company to its present position of great strength. I respect also those who have brought their talents to the Company more recently. Together they make a wonderful team and I believe that we can look forward to the future with confidence.



**D.M. Sinclair**  
Chief Executive Officer  
13 July 2017

## Where we operate

The figures on the map are calculated as a percentage of the total value of Inventories of Trading properties.



## Review of Operations

The Group's business model is simple. We are a property trading company that buys tenanted properties at a discount to notional vacant possession value and then sells them when they become vacant.

### OUR PORTFOLIO

#### CATEGORIES OF PROPERTY HELD AS TRADING STOCK

The Group trades in the following categories:

- Regulated tenanted (residential) units
- Assured tenancy units
- Ground rent units
- Life tenancy units

A unit is a property, however large or small, whether freehold or leasehold, which is held subject to one tenancy.

Analysis of the Group Trading portfolio by type as at 31 March 2017

|  | No. of units | Cost (£m) |
|--|--------------|-----------|
| Regulated, Assured Shorthold tenancies and other | 2,128        | 280.21    |
| Assured tenancies                                | 239          | 29.33     |
| Life tenancies                                   | 292          | 35.43     |
| Ground rents                                     | 1,153        | 2.41      |

**£78.2m**

#### REVENUE

(2016: £79.8m)

**£52.1m**

#### GROSS PROFIT

(2016: £53.0m)

Analysis of the Group Trading portfolio at the lower of cost and estimated net realisable value by geographical location as at 31 March 2017

|  | Regulated, Assured<br>Shorthold tenancies,<br>Assured tenancies<br>and other<br>(£m) | Life tenancies<br>(£m) | Ground rents<br>(£m) | Portfolio<br>(%) |
|--|--|------------------------|----------------------|------------------|
| London (North)   | 86.60  | 0.09                   | 1.24                 | 25.31            |
| London (South)   | 73.56  | 15.17                  | 0.87                 | 25.80            |
| Kent, Surrey, Sussex, Dorset, Hampshire,<br>Isle of Wight  | 50.01  | 6.32                   | 0.06                 | 16.23            |
| Bedfordshire, Berkshire, Essex, Buckinghamshire,<br>Cambridgeshire, Hertfordshire, Oxfordshire, Norfolk, Suffolk,<br>Middlesex, Northamptonshire | 62.16  | 5.69                   | 0.14                 | 19.57            |
| Derbyshire, Leicestershire, Nottinghamshire  | 10.63  | 0.69                   | 0.10                 | 3.29             |
| Remainder of England and Wales   | 26.58  | 7.47                   | –                    | 9.80             |

## SALES

At Mountview, we have a relatively straightforward yet proven way of working: we buy tenanted residential properties and sell them when they become vacant. We buy both regulated tenancy and life tenancy property. The former, which are characterised by rental returns below market value, are becoming increasingly short in supply. Since the Housing Act 1988 no new such tenancies have been created.

Life tenancy stock has nominal rental income, is bought at a greater discount to vacant possession value and has a higher margin on sale. A key attraction of this sector to Mountview is the fact that property maintenance is usually the responsibility of the life tenant and this leads to lower ongoing costs to Mountview. We carry out regular checks to ensure that all properties are maintained in good condition.

During the financial year the Group has sold the following number of units:

| Sales Price Range   | No. of units | Sales Price<br>£m | Location            |
|---------------------|--------------|-------------------|---------------------|
| 2 million +         | 1            | 2.90              | London SW3          |
| 1 million +         | 1            | 1.31              | London SW18         |
| 500,000 – 1 million | 28           | 17.72             | London & South East |
| below 500,000       | 152          | 38.22             | London & other      |

We achieved sales of £60.1 million (2016: £61.4 million), demonstrating the liquidity of the Portfolio. The average sales price achieved was £330,000 (2016: £294,000).

## PURCHASES

The majority of our residential properties that are subject to a regulated tenancy are concentrated in London and the South East. Returns from the regulated portfolios are derived from a combination of below market rental income and trading profits on the sale of property, when the property falls vacant and the reversionary gain is crystallised.

Most properties acquired are unimproved and therefore of low average value. One of the core Mountview capabilities is to actively manage these properties: we identify opportunities to add value by carrying out refurbishments prior to their sale. The greatest gains are available at the upper end of the market and this is where we concentrate our refurbishment activities. These properties are sold by private treaty.

# Review of Operations continued

## ANALYSIS OF ACQUISITIONS

|                            | No. of units | Year ended<br>31 March<br>2017<br>Cost<br>£m |
|----------------------------|--------------|--|
| Regulated, ASTs, and other | 87           | 28.27  |
| Assured tenancies          | 2            | 0.64   |
| Life tenancies             | 3            | 0.34   |
| Ground rents               | 1            | 0.50   |
| Ground rents created       | 24           | 0.05   |
| <b>Total</b>               | <b>117</b>   | <b>29.80</b>                                 |

Not included in the above:

|                           |   |
|---------------------------|---|
| Assured tenancies created | 8 |
|---------------------------|---|

The above analysis does not include legal and commission expenses directly related to the acquisition of properties or any repairs of a capital nature.

The following portfolio is included in the table above:

|  | No. of units | Cost £m |
|--|--------------|---------|
| Hamble, Southampton                                    | 51           | 10.0    |
| The portfolio comprised the following types of tenancy |              |         |
| Regulated tenancies                                    | 15           | 2.6     |
| Assured shorthold tenancies                            | 35           | 7.2     |
| Assured tenancy  | 1            | 0.2     |

The Group's trading properties are carried in the balance sheet at the lower of cost and net realisable value. Net realisable value is the estimated net proceeds of sale if the property were to be vacant at the date of the balance sheet.

## RENTAL INCOME

The Company's rental income is derived from five different sources:

- Regulated tenancies
- Assured tenancies
- Assured shorthold tenancies
- Life tenancies
- Ground rents

Where possible we still target those properties where the rent is capped and where our team has identified opportunities to make key improvements. For example, a relatively modest investment can ensure that a property benefits from services and amenities that have been lacking in the past. In many cases, this leads directly to a substantial increase in rental income.

The operating contribution from the core business (comprising profits on sale of trading properties and rental income) is analysed in Note 4 on page 43.

## SUMMARY PROSPECTS FOR THE GROUP

The professional knowledge and skills of our compact team ensured that we were able to purchase properties for a total of £29.8 million.

Looking ahead, we believe that we will identify similar opportunities in the coming months. Our strength is based on a tight focus on our core business of regulated tenancies together with a prudent approach. We have kept gearing low.

Since the end of the financial year we have continued to sell and purchase properties and we are pleased with the results achieved. Given our financial strength, we believe that we are in a strong position to take advantage of any prime purchasing opportunities which may arise in the near future.

## INVESTMENT COMPANIES

The analysis of the investment portfolio as at 31 March 2017 is as follows:

|                           | 2017     | 2016     |
|---------------------------|----------|----------|
| Louise Goodwin Limited    | 32 units | 32 units |
| A.L.G. Properties Limited | 4 units  | 4 units  |

All of the properties are situated in Belsize Park, London NW3, one of the capital's most prestigious locations.

Louise Goodwin Limited and A.L.G. Properties Limited were purchased in 1999 when we took the opportunity to build a presence in one of the best locations in London. Although rental returns have proven to be less significant than we anticipated, the investment portfolio has nevertheless generated consistently strong cash flow.

When the properties become vacant, we refurbish and sell them. There were no disposals during the financial year (2016: disposed of one leasehold unit for £1.7 million in Louise Goodwin Limited).

We will continue to maintain our strategy for the investment portfolio, deriving rental income in the short to medium term and capital through sales when units become vacant. We are prepared to refurbish the properties and sell them by private treaty to purchasers who actively seek homes in this area.



The valuation of the investment portfolio decreased during the year by £1.02 million. The properties within the investment portfolio have been revalued externally for the purpose of these accounts. The value attributed to each individual property reflects the change in its condition where appropriate and any adjustment resulting from changes in market circumstances.

Details of the valuation of the investment portfolio are disclosed in Note 13 to the Consolidated Financial Statement on pages 47 to 48.

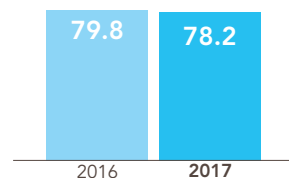
## REVIEW OF BUSINESS AND PRINCIPAL RISKS

Details of the Group's performance during the year and expected future developments are contained in the Chief Executive's and Chairman's Statement. The Group has the following Financial Key Performance Indicators:

### FINANCIAL KEY PERFORMANCE INDICATORS

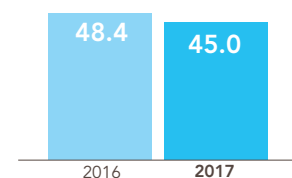
REVENUE (£m)

↓2%

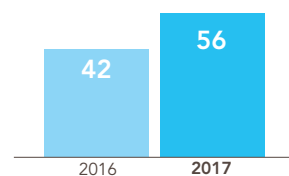


PROFIT BEFORE TAX (£m)

↓7%

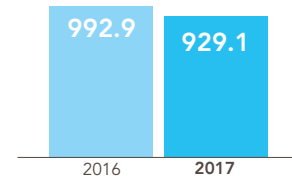


INTEREST COVER IN RELATION TO PROFIT BEFORE INTEREST AND TAXATION



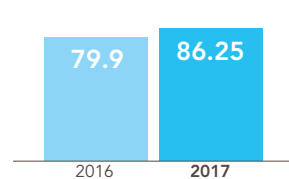
EARNINGS PER SHARE (Pence)

↓6.4%

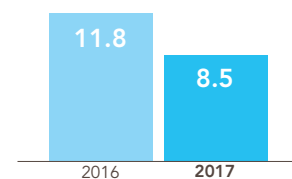


NET ASSET PER SHARE (£)

↑7.9%



GEARING RATIO (%)



There are no non-financial key performance indicators that management consider appropriate.

## RISK REVIEW

The Group's business is subject to a number of different risk factors but management considers the key risks to the Group's business are:

### THE GROUP'S ABILITY TO MAINTAIN THE SIZE OF ITS REGULATED TENANCY PORTFOLIO

The Group may experience difficulty in replacing asset sales at Vacant Possession with sufficient stock.

The Group has performed creditably in replacing this class of assets.

### MANAGEMENT SUCCESSION IN PLACE OVER THE MEDIUM TERM

Significant operating expertise is concentrated in a small team of executive and senior management. The business requires a medium term, evolutionary approach to management changes to minimise risk to the business. The continuing development of managerial staff is an important part of business progression.

### PROPERTY MARKET

Following the 'Brexit' vote the property market remains uncertain.

The Group's exposure is weighted towards the stronger London and South East markets and this geographical area has historically been a consistent above-average performer.

With relatively low leverage the Group can continue to maintain its borrowings on a floating rate basis. Currently the risk of the Group's debt not being refinanced on maturity is viewed as small.

The Group is conservatively geared and operates well within financial covenants.

The Group maintains a good relationship with its bankers. Its banking facilities are fully performing with a spread of maturities and the Company will address any refinancing well before final maturity.

Approved and agreed on behalf of the Board by:

**D.M. Sinclair**  
Chief Executive Officer  
13 July 2017

# Directors and Advisers

## D.M. SINCLAIR FCA (CEO)

Joined the Company as Company Secretary in 1977, became a Director on 1 January 1982 and succeeded his late father as Chairman on 5 June 1990. Retained the position of Chief Executive ('CEO') when the role of Chairman and CEO was split into separate roles in 2013. Fellow of the Institute of Chartered Accountants in England and Wales.

## MRS M.M. BRAY FCCA

Joined the Company in 1996 and became Company Secretary. Became a Director on 1 April 2004. Fellow of the Association of Chartered Certified Accountants.

## NON-EXECUTIVE DIRECTORS

### A.C.J. SOLWAY\* (NON-EXECUTIVE CHAIRMAN)

Joined the Company on 11 June 2015 and became Non-Executive Chairman of the Board on 1 July 2015. Following a successful career as a financial services executive, Tony now holds a portfolio of non-executive roles. He holds the Institute of Directors Certificate In Company Direction.

\* Mr A.C.J. Solway is considered to be independent for the purposes of the UK Corporate Governance Code.

### MRS M.L. JARVIS MRICS\*

Joined the Company as a Non-Executive Director on 1 July 2014. Member of the Royal Institution of Chartered Surveyors. She has held various roles with property advisers, including Jones Lang LaSalle, and now acts as an adviser to clients in a range of property sectors, including residential and commercial property.

\* Mrs M.L. Jarvis is considered to be independent for the purposes of the UK Corporate Governance Code.

### DR A.R. WILLIAMS

Joined the Company as a Non-Executive Director on 1 December 2015. Andrew is a qualified member of the medical profession, and a member of the Sinclair concert party. He represents the interests of the family and private shareholders generally.

## SECRETARY AND REGISTERED OFFICE

Mrs M.M. Bray FCCA  
Mountview House,  
151 High Street,  
Southgate,  
London N14 6EW

## BANKERS

HSBC Bank plc  
60 Queen Victoria Street,  
London EC4N 4TR

Barclays Bank PLC  
One Churchill Place,  
London E14 5HP

## AUDITORS

BSG Valentine  
Lynton House,  
7-12 Tavistock Square,  
London WC1H 9BQ

## SOLICITORS

Norton Rose Fulbright LLP  
3 More London Riverside,  
London SE1 2AQ

## REGISTRARS AND TRANSFER OFFICE

Capita Asset Services  
The Registry,  
34 Beckenham Road,  
Beckenham,  
Kent BR3 4TU

## BROKERS

N+1 Singer  
One Bartholomew Lane,  
London EC2N 2AX

## FINANCIAL ADVISERS

SPARK Advisory Partners Limited  
5 St John's Lane,  
London EC1M 4BH

# Directors' Report

The Directors have pleasure in presenting to the Members their 80th Annual Report together with the Financial Statements for the year ended 31 March 2017.

## 1. RESULTS AND DIVIDENDS

The results for the year are set out in the Income Statement on page 33.

The Directors recommend the payment of a final dividend of 100 pence per share. The dividend will be paid on 14 August 2017, subject to approval at the Annual General Meeting on 9 August 2017, to Shareholders on the register at the close of business on 14 July 2017.

## 2. ACTIVITIES

The principal activities of the Company and its subsidiary undertakings are as follows:

### PARENT COMPANY

Mountview Estates P.L.C. Property Trading

### SUBSIDIARY UNDERTAKINGS (WHOLLY OWNED)

Hurstway Investment Company Limited Property Trading

Louise Goodwin Limited Property Investment

A.L.G. Properties Limited Property Investment

## 3. ROTATION AND APPOINTMENT OF DIRECTORS

In accordance with the Company's Articles of Association, Mrs M.L. Jarvis retires from the Board by rotation and being eligible, offers herself for reappointment. A resolution for her reappointment will be proposed at the Annual General Meeting.

## 4. SHARE CAPITAL

The authorised share capital of the Company as at 31 March 2017 was £250,000 divided into 5,000,000 Ordinary Shares of 5p, of which 3,899,014 were in issue (2016: 3,899,014). As at 13 July 2017, there has been no change in the issued share capital.

The rights and obligations attaching to the Company's shares, as well as the powers of the Company's Directors, are set out in the Company's Articles of Association, a copy of which can be viewed on the Company's website at [www.mountviewplc.co.uk](http://www.mountviewplc.co.uk).

The Company's Articles of Association can only be amended by special resolution of the Shareholders.

# Directors' Report continued

## 5. DIRECTORS' INTERESTS IN SHARE CAPITAL

The number of Ordinary Shares in the Company in which the Directors and their families were interested is as follows:

|   | 31 March<br>2017 | 31 March<br>2016 |
|---|------------------|------------------|
| Ordinary Shares of 5p each  |                  |                  |
| Mr D.M. Sinclair including the following holding of Sinclair Estates Limited – 54,165 Mr D.M. Sinclair is a Director of the above company | 538,383          | 538,383          |
| Mrs M.M. Bray   | 12,302           | 12,302           |
| Mr A.C.J. Solway  | 500              | 500              |
| Dr A.R. Williams  | 52,915           | 52,915           |

All the above interests are beneficial.

## 6. NOTIFIABLE INTERESTS IN SHARE CAPITAL

As at 13 July 2017, the following disclosures of major holdings of voting rights have been made (and have not been amended or withdrawn) to the Company pursuant to the requirements of Disclosure and Transparency Rule 5:

|  | Ordinary<br>Shares of 5p<br>each | % of Issued<br>Share Capital |
|--|----------------------------------|------------------------------|
| Mr Phillip Wheeler, Mr David Wright and Mr Alistair Sinclair, Trustees of the Frank and Daphne Sinclair Grandchildren Settlement*  | 393,193                          | 10.08                        |
| Mr C. Murphy   | 117,143                          | 3.00                         |
| Mrs M.A. Murphy**  | 596,745                          | 15.31                        |
| Mrs E. Langrish-Smith**  | 307,000                          | 7.87                         |
| Mrs A. Williams**  | 147,675                          | 3.79                         |
| Mrs S. Simkins**   | 148,220                          | 3.80                         |
| Mr A.J. Sinclair including the following holding of Viewthorpe (Old) Limited -28,208 and 8532630 Canada INC.- 44,276, both companies being wholly owned by Mr A.J. Sinclair and the holding 8532729 Canada Inc.- 60,000 which company is wholly owned by Mrs M.G. Sinclair | 132,484                          | 3.40                         |
| Talisman Dynamic Master Fund Ltd*  | 161,536                          | 4.14                         |

\* Denotes indirect holding.

\*\* Denotes combined direct and indirect holding.

## 7. VIABILITY STATEMENT

The Directors have assessed the viability of the Company over the period to 31 March 2020.

The Strategy of the business is conducted at Group level and is reviewed throughout the year at Board meetings in the light of market conditions and investment opportunities.

Mountview's strategy is based on a tight focus of our core business of regulated tenancies, together with a prudent approach to key financial ratios and funding requirements. The Board has developed a matrix of risks which it now considers at each meeting. The matrix encompasses:

- Trading risks associated with the profitable acquisition and disposal of properties
- Risks to rental income
- Liquidity risk in the event of market disruption
- Gearing and borrowing ratios in light of market conditions
- HR risks associated with executives, managers and staff
- Risk associated with operations and property maintenance.

In making their assessment, the Directors assessed the potential impact of the principal risks in severe but plausible scenarios and assessed the most relevant potential impact of these risks and how to manage them.

On the basis of this and other matters considered and reviewed by the Board during the year, the Board confirms that it has reasonable expectations that the Company will be able to continue in operation and meet its liabilities as they fall due over the period used for the assessments. The Directors consider the following factors to be key to this assessment:

- The Company has strong reserves and low indebtedness, which would enable it to take profitable advantage of adverse market conditions
- The Company's properties are attractive to a broad constituency of buyers and can be marketed through several different channels, if needed
- The Company's rental income is sufficient to cover expenses in the event of market illiquidity
- Contingency and succession planning to cover the unexpected absence of key members of staff is in progress.

Given Mountview's strong financial position the Directors consider that it is well positioned to take advantage of both favourable and adverse market conditions. The Company also has adequate banking facilities in place over a spread of maturities which could be renegotiated, augmented or replaced if necessary within the required timescales.

## 8. ENVIRONMENTAL MATTERS AND SOCIAL/COMMUNITY ISSUES

Given the size of the Company and the nature of its business as a property trading company, the Company does not currently have any specific policies in place in relation to environmental, social, human rights or community issues, but keeps these issues under review.

# Directors' Report continued

## 9. GREENHOUSE GAS EMISSIONS DISCLOSURE

### INTRODUCTION

In accordance with The Companies Act 2006, (Strategic and Directors' Reports) Regulations 2013, Mountview Estates P.L.C. ('Mountview') is required to report on greenhouse gas (GHG) emissions in tonnes of carbon dioxide equivalent (tCO<sub>2</sub>e) for which it is responsible. In this report, the term 'carbon emissions' not only includes carbon dioxide (CO<sub>2</sub>) but covers the 'Kyoto' greenhouse gases: methane (CH<sub>4</sub>), nitrous oxide (N<sub>2</sub>O), hydrofluorocarbons (HFC), perfluorocarbons (PFC), nitrogen trifluoride (NF<sub>3</sub>) and sulphur hexafluoride (SF<sub>6</sub>).

Carbon Clear is a world-leading carbon and energy management consultancy with a proven track record of helping organisations to measure, reduce and offset their carbon emissions.

Mountview has employed Carbon Clear to measure its carbon footprint for the reporting period with the following objectives:

- Define the footprint boundary and collect the required data
- Calculate Mountview's carbon footprint
- Report the results.

The reporting period is **1 April 2016 to 31 March 2017**.

Regulation requires quoted companies to report their Scope 1 and Scope 2 emissions. It is not mandatory to report Scope 3 emissions, but Carbon Clear recommends clients to report Scope 3 emissions as it can lead to a greater understanding of the company's wider impacts. Mountview has committed to report Scope 1, Scope 2 and limited Scope 3 emissions under the Mandatory Greenhouse Gas Protocol.

### HEADLINE RESULTS

This report details Mountview's GHG emissions for the period 1 April 2016 to 31 March 2017. Using an operational control approach, Mountview assessed its boundaries to identify all the activities and facilities for which it was responsible. Data from sources that contributed material greenhouse gas (GHG) emissions from these sites was collected and checked before calculating the greenhouse gas emissions for the current period.

The calculations performed follow the ISO-14064-1:2006 standard and give absolute and intensity factors for Mountview's emissions. Intensity factors are a useful way to directly compare emissions from different sites across the business.

The results show that total gross GHG emissions in the current reporting period were **107.5 tCO<sub>2</sub>e** which can be attributed as follows:

- Direct Emissions (Scope 1) amounted to **34.7 tCO<sub>2</sub>e** or 32% of total emissions
- Indirect Emissions (Scope 2) amounted to **53.1 tCO<sub>2</sub>e** or 50% of the total emissions
- Indirect Other Emissions (Scope 3) amounted to **19.7 tCO<sub>2</sub>e** or 18% of the total emissions

The results are presented in Tables 1 and 2, and Figure 1.

## 9. GREENHOUSE GAS EMISSIONS DISCLOSURE CONTINUED

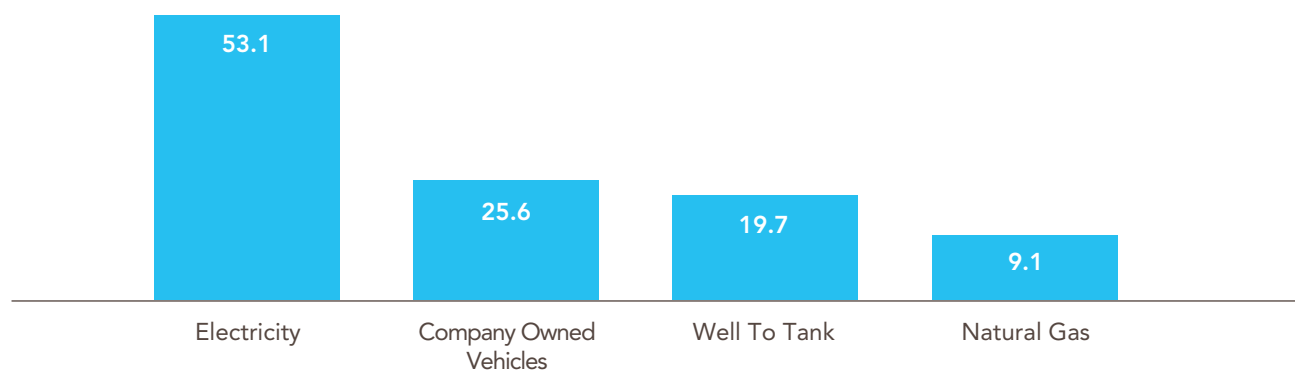
TABLE 1: TOTAL EMISSIONS BROKEN DOWN BY ACTIVITY AND SCOPE

| Type of Emissions        | Activity                        | tCO <sub>2</sub> e | % of Total |
|--------------------------|---------------------------------|--------------------|------------|
| Direct (Scope 1)         | Natural Gas                     | 9.1                | 8%         |
|                          | Company Owned Vehicles          | 25.6               | 24%        |
|                          | <b>Subtotal</b>                 | <b>34.7</b>        | <b>32%</b> |
| Indirect (Scope 2)       | Electricity                     | 53.1               | 50%        |
|                          | <b>Subtotal</b>                 | <b>53.1</b>        | <b>50%</b> |
| Indirect Other (Scope 3) | WTT (All Scopes)                | 19.7               | 18%        |
|                          | <b>Subtotal</b>                 | <b>19.7</b>        | <b>18%</b> |
|                          | <b>TOTAL (tCO<sub>2</sub>e)</b> | <b>107.5</b>       |            |

TABLE 2: INTENSITY METRICS

| Intensity Metric                     | 2015/16 | 2016/17      | % Change |
|--------------------------------------|---------|--------------|----------|
| Total Emissions (tCO <sub>2</sub> e) | 115.0   | <b>107.5</b> | -7%      |
| Revenue (£m)                         | 79.7    | <b>78.2</b>  | -2%      |
| tCO <sub>2</sub> e per £m            | 1.44    | <b>1.37</b>  | -5%      |

FIGURE 1: GHG EMISSIONS (tCO<sub>2</sub>e) BY ACTIVITY (2016 TO 17)



### YEAR-ON-YEAR ANALYSIS

Emissions produced by Mountview have decreased for the second consecutive year from 115.0 tCO<sub>2</sub>e to 107.5 tCO<sub>2</sub>e; an overall 7% decrease.

Scope 1 emissions decreased by 7% compared to the previous reporting year. Gas consumption decreased by 32% due to more efficient use of office space. Emissions from company-owned vehicles increased by 8% compared to last year mostly due to vehicle size upgrades.

Scope 2 emissions are Mountview's most material emissions contributing 50% to the overall carbon footprint. Mountview has achieved a 7% decrease in emissions from electricity consumption compared to the previous reporting period.

# Directors' Report continued

## 9. GREENHOUSE GAS EMISSIONS DISCLOSURE CONTINUED

### EMISSIONS BY SITE

Emissions from electricity consumption contribute the largest proportion to Mountview's overall carbon footprint. In addition to its head office, Mountview is also responsible for electricity use in the communal areas of 40 flats. Emissions have been estimated for these areas using the following assumptions:

- The company pays an average £30 electricity charge per flat towards communal areas
- The average electricity standard rate is 12.8p/kWh
- Mountview has confirmed that there are no emissions from refrigerants to report because the air conditioning system did not require any top-ups in the current reporting period.

### REFERENCES

The following sources have been used for the completion of this document:

- '2016 Guidelines to Defra/DECC's GHG Conversion Factors for Company Reporting', Department for Environment, Food and Rural Affairs (DEFRA) and Department for Energy and Climate Change (DECC)
- Table 3.4.2 'Quarterly Energy Prices', June 2016, Department for Energy and Climate Change (DECC)

## 10. EMPLOYEES

The Company provides regular training related to the use of computer software and for the general professional development of the staff concerned. It also reviews the Health and Safety policies and provides appropriate training. A great number of our employees have worked for the Company for many years and there is very little turnover of staff.

## 11. DIVERSITY

As at 31 March 2017, the Company had one female Executive Director, Mrs Marie Bray, who has been on the Board since 2004, and one female Non-Executive Director, Mrs Mhairi Jarvis, who has been on the Board since July 2014. Female Board membership represents 40% of the Board.

The Company has seven Senior Managers (who are not Directors), three of whom are female.

Of the 27 total employees in the Company, 10 are male and 17 are female.

## 12. SIGNIFICANT AGREEMENTS

Certain banking agreements to which the Company is a party (described in Note 18 to the Consolidated Financial Statements) alter or terminate upon a change of control of the Company following a takeover bid.

There are no other significant agreements to which the Company is a party that take effect, alter or terminate upon a change of control of the Company following a takeover bid.

There are no contractual or other agreements or arrangements in place between the Company and third parties which, in the opinion of the Directors, are essential to the business of the Company.

## 13. DIRECTORS' INTERESTS IN CONTRACTS

There was no contract in existence during or at the end of the financial year in which a Director of the Company is, or was, materially interested, and which is or was significant in relation to the Company's business.



## 14. DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company purchases liability insurance covering the Directors and Officers of the Company and its Subsidiary undertakings and this has been in place throughout the financial year under review.

The Company's Articles of Association at Article 163 permit the provision of indemnities to the Directors (at the discretion of the Board), which constitute qualifying third party indemnity and qualifying pension scheme indemnity provisions under the Companies Act 2006.

## 15. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial risk management objectives and policies are set out in Note 3 to the Consolidated Financial Statements on pages 42 and 43. Details regarding the Company's use of financial instruments are set out in Note 20 to the Consolidated Financial Statements on pages 52 and 53.

## 16. CORPORATE GOVERNANCE

The Directors' statement on Corporate Governance is set out on pages 18 to 23.

## 17. HEALTH AND SAFETY

The Group is committed to achieving a high standard of health and safety. The Group regularly reviews its health and safety policies and practices to ensure that appropriate standards are maintained. The gas supply and appliances within all of the Group's relevant residential properties are independently inspected under the Gas Safety (Installation and Use) Amended Regulations 1996 and certificates of compliance obtained.

## 18. DONATIONS

During the year the Group made charitable donations of £51,607 (2016: £52,782).

The main beneficiaries of such charitable donations are: Willow Foundation, Cancer Research UK and Cystic Fibrosis.

There were no political donations made during the year (2016: £nil).

## 19. GOING CONCERN BASIS

The Directors continue to adopt the going concern basis in preparing the accounts.

The financial position of the Group including key financial ratios is set out in the Review of Operations.

The Group is historically profitable, has considerable liquidity and regularly reviews its long-term borrowing facilities with its lenders. As a result, the Directors believe the Group is very well placed to manage its business risks successfully and have a good expectation that both the Company and the Group have adequate resources to continue their operations. Further detailed information is set out on page 19.

## 20. REMUNERATION REPORT AND POLICY

The Company's Shareholders will be asked to approve the Remuneration Report and the Remuneration Policy, which forms part of the Remuneration Report, contained in the Annual Report and Accounts. Shareholders last approved the Remuneration Policy at the 2014 Annual General Meeting and Shareholders will be asked to approve a revised Remuneration Policy, at the Annual General Meeting to be held on 9 August 2017, to take effect from the date of approval. Accordingly, resolutions to approve the Remuneration Report and the Remuneration Policy will be proposed at the Annual General Meeting.

# Directors' Report continued

## 21. POST BALANCE SHEET EVENTS

There are no material events that have occurred subsequent to the end of the financial year that require disclosure.

## 22. AUDITORS

Messrs BSG Valentine have indicated their willingness to continue in office and a resolution for the reappointment of BSG Valentine as Auditors for the ensuing year will be proposed at the Annual General Meeting.

## 23. AUDITORS AND DISCLOSURE OF INFORMATION TO THE AUDITORS

So far as the Directors are aware, there is no relevant audit information of which the Company's Auditors are unaware.

The Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's Auditors are aware of that information.

## 24. RELATIONSHIP AGREEMENT

In accordance with the UK Listing Rules, the Company has entered into an agreement with the Sinclair family concert party, which as it controls more than 30% of the Group's total issued share capital is deemed a controlling Shareholder. The relationship agreement is intended to ensure the controlling Shareholder complies with the independence provisions in Listing Rule 9.2.2A.

Under the terms of the relationship agreement, the Principal Concert Party Shareholder, Mr D.M. Sinclair (a member of the Sinclair family concert party), has agreed to procure the compliance of other individual members of the Sinclair family concert party who are treated as controlling Shareholders with independence obligations contained in the relationship agreement. The Sinclair family concert party, as controlling Shareholders of the Company have a combined aggregate holding of approximately 53% of the Company's voting rights.

The Board confirms that, since the entry into the relationship agreement until 13 July 2017, being the latest practicable date prior to the publication of this annual report and accounts:

- the Company has complied with the independence provisions included in the relationship agreement;
- so far as the Company is aware, the independence provisions included in the relationship agreement have been complied with by the Sinclair family concert party and their associates; and
- so far as the Company is aware, the procurement obligation included in the relationship agreement has been complied with by the Principal Concert Party Shareholder.

## 25. DISCLOSURES REQUIRED UNDER LISTING RULE 9.8.4R

For the purpose of LR 9.8.4CR, the only information required to be disclosed:

|                                       |         |
|---------------------------------------|---------|
| Agreement with principal Shareholders | Note 24 |
|---------------------------------------|---------|

All other sub-sections of LR9.8.4CR are not applicable.

By Order of the Board

**M.M. Bray**  
Company Secretary  
13 July 2017

# Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report, the Directors' Remuneration Report and the financial statements in accordance with applicable law and regulations.

The Directors are required by the Companies Act 2006 to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Group and the Company as at the end of the financial year, and of the profit or loss of the Group for the financial year. Under that law, the Directors are required to prepare the Group financial statements in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union ('EU') and have elected to prepare the Parent Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (UK Accounting Standards and applicable law).

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 IFRS as adopted by the EU and applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Group and Parent Company financial statements respectively;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRS are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and the Company. This will enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation. They also have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and the Company, and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Directors consider that the Annual Report and Financial Statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for Shareholders to assess the Group's and the Company's performance, business model and priorities.

Each of the Directors, whose names and functions are set out on page 8, confirms that, to the best of their knowledge:

- the financial statements, which have been prepared in accordance with the relevant financial reporting framework, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group and the undertakings included in the consolidation taken as a whole; and
- the Strategic Report contained within this document includes a fair review of the development and performance of the business and the position of the Group and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that the Group faces.

By Order of the Board

**M.M. Bray**  
Company Secretary  
13 July 2017

# Corporate Governance

Mountview Estates P.L.C. is a family controlled company. There is a concert party in existence, whose net aggregate shareholdings amount to approximately 53% of the issued share capital of the Company.

The Company has applied the principles and provisions set out in the UK Corporate Governance Code September 2014 edition as issued by the Financial Reporting Council, a copy of which can be found at [www.frc.org.uk/corporate/ukcgcode.cfm](http://www.frc.org.uk/corporate/ukcgcode.cfm), including both the main principles and the supporting principles throughout the accounting period except as detailed in this section.

The UK Corporate Governance Code requires that there should be a clear division of responsibilities at the head of the Company between the running of the Board and the Executives' responsibility for running the Company's business. The roles of D.M. Sinclair as CEO and A.C.J. Solway as Non-Executive Chairman are separate and distinct. The UK Corporate Governance Code requires (for smaller companies) there to be at least two independent Non-Executive Directors and that the Company should have at least three Non-Executive Directors Mr A.C.J. Solway and Mrs M.L. Jarvis are deemed to be independent Non-Executive Directors. Dr A.R. Williams is a Non-Executive Director but he is not considered to be independent for the purposes of the UK Corporate Governance Code. At present the Board does not intend to appoint any Director to fulfil the role of senior independent director given the limited size of the Board but may decide to do so in the future.

Each Board member has responsibility to ensure that the Group's strategies lead to increased Shareholder value.

## THE BOARD

As at the year ended 31 March 2017, the Board comprised the CEO, one Executive Director and three Non-Executive Directors (of whom two are considered to be independent for the purpose of the UK Corporate Governance Code). All Directors have access to independent professional advice at the expense of the Company and to the services of the Company Secretary who is responsible to the Board for ensuring the correct procedures are followed.

In addition to ad hoc meetings arranged to discuss particular transactions and events, the full Board meets at least four times a year and retains full and effective control over the Group's activities. The Company Secretary sends out the agenda and supporting information to all members of the Board in advance of Board meetings. Company strategy is proposed by the Executive Directors and that strategy is rigorously discussed, debated and agreed by the Board. The Non-Executive Directors work with the Executive Directors to deliver on the agreed strategy. The following table sets out details of the number of meetings of the Board (excluding ad hoc meetings) and of the Audit, Nomination and Remuneration Committees during the year and the attendance at these meetings by the Directors who were in office during the period.

| Meetings               | Mr A.C.J.<br>Solway | Mr D.M.<br>Sinclair <sup>1</sup> | Mrs M.M.<br>Bray <sup>1</sup> | Mrs M.L.<br>Jarvis | Dr A.R.<br>Williams |
|------------------------|---------------------|----------------------------------|-------------------------------|--------------------|---------------------|
| Full Board             | 4                   | 4                                | 4                             | 4                  | 4                   |
| Audit Committee        | 3                   | 1                                | 1                             | 3                  | 3                   |
| Remuneration Committee | 5                   | 3                                | 3                             | 5                  | 5                   |
| Nomination Committee   | 1                   | 1                                | 1                             | 1                  | 1                   |

<sup>1</sup> Mr D.M. Sinclair and Mrs M.M. Bray were invited to attend 1 Audit Committee Meetings and 3 Remuneration Committee Meetings.

Day-to-day management is delegated to the Executive Board which focuses on major transactions, business growth, strategy, cash management and control.

There is regular communication with the Non-Executive Directors in order to keep them informed about the Company's operations.

The Non-Executive Directors hold meetings without the Executive Directors to discuss remuneration of the Executive Directors and to meet with the external Auditors to discuss the audit of the Annual Report and Accounts.

All members of the Board are subject to the re-election provisions of the Articles of Association which require that one third of their number offer themselves for re-election each year and, on appointment, at the first Annual General Meeting (AGM) after appointment. Details of those Directors offering themselves for reappointment are set out in the Directors' Report on page 9.

The Articles of Association of the Company may only be amended by a special resolution of the Shareholders. The Articles of Association contain the following provisions relating to the appointment and replacement of Directors:

- The Company may, by ordinary resolution, appoint a person who is willing to act as a Director, either to fill a vacancy or as an addition to the existing Board
- The Board has the power to appoint any person who is willing to act as a Director, either to fill a vacancy or as an addition to the existing Board. Any Director appointed by the Board is required to retire at the first AGM of the Company following his or her appointment
- The total number of Directors (other than any alternate Directors) must not be more than 12 or less than two
- In addition to any power to remove a Director conferred by Section 168 of the Companies Act 2006, the Company may, by ordinary resolution, remove any Director before the expiration of his or her period of office, but without prejudice to any claim for damages which he or she may have for breach of any contract of service between him or her and the Company. The Company may then appoint another person, who is willing to act, as a Director in his or her place in accordance with the Articles of Association.

## GOING CONCERN

After making diligent enquiries, including the review of future anticipated cash flows and compliance with banking covenants, the Directors have a reasonable expectation that the Group and the Company have adequate resources to continue in existence for at least the next 12 months from the date of signing the Financial Statements. For this reason they continue to adopt the going concern basis in preparing the accounts.

## DIRECTORS – PERFORMANCE EVALUATION

The Directors consider that the small size of the Group and Board does not warrant a formal evaluation process. However, performance of the Directors is evaluated on an ongoing basis by the Board. Based on the close working relationships of the Board and the Committees, the Directors are satisfied with both the performance of the Board and its Committees. In making decisions throughout the year, the Board is strongly aware of its responsibilities to the Company's Shareholders.

Any areas of concern are addressed during regular management or Board meetings.

## REMUNERATION COMMITTEE

The Remuneration Committee during the period comprised Mr A.C.J. Solway Chairman of the Remuneration Committee (independent Non-Executive Director and Non-Executive Chairman), Mrs M.L. Jarvis (independent Non-Executive Director) and Dr A.R. Williams (Non-Executive Director). The Committee monitors, reviews and makes recommendations to the Board on all elements of the remuneration of the Executive Directors. The Committee met five times during the year. The aim of the Committee is to provide total remuneration packages which attract, retain and motivate Executive Directors of the appropriate calibre.

Mr D.M. Sinclair and Mrs M.M. Bray are invited by the Remuneration Committee members to attend a meeting or part of any meeting as and when appropriate.

No Director is involved in deciding his/her own remuneration and the remuneration of the Non-Executive Directors is determined by the full Board.

The report of Directors' Remuneration is set out on pages 24 to 32.

# Corporate Governance continued

## NOMINATION COMMITTEE

All the Directors of the Company are members of this Committee.

There was one meeting during the year.

## COMMUNICATIONS WITH SHAREHOLDERS

The Board as a whole acknowledges its responsibility for ensuring satisfactory dialogue with Shareholders and the Chairman is available to meet Shareholders on request to discuss specific concerns they may have. The Company principally communicates with and updates its Shareholders as to its progress by way of the Annual Report and Accounts and half yearly interim reports which are posted on the Company's website [www.mountviewplc.co.uk](http://www.mountviewplc.co.uk). Investors may use the Company's Annual General Meeting to communicate with the Board. The entire Board will be available at the Annual General Meeting for Shareholders to ask questions. The Board, including the Non-Executive Directors, is available throughout the year to listen to the views of Shareholders and meetings are held during the year when appropriate.

## RISK MANAGEMENT AND INTERNAL FINANCIAL CONTROL

Details of the Company's risk management profile are included in paragraph 15 in the Directors' Report on page 15 and in Note 3 to the Consolidated Financial Statements on pages 42 to 43.

An ongoing process for identifying, evaluating and managing the significant risks faced by the Group was in place throughout the period from 1 April 2016 to the date of approval of the Annual Report and Accounts. The effectiveness of this process is reviewed annually by the Board.

The Directors are responsible for establishing and maintaining the Group's system of internal financial control. Internal control systems in any group are designed to identify, evaluate and manage risks faced by that group and meet the particular needs of that group and the risks to which it is exposed. By their nature such systems can provide reasonable but not absolute protection against material misstatement or loss. Due to its size, the Group does not have a dedicated internal audit function. The key procedures which the Directors have established with a view to providing effective internal financial control are as follows:

**Identification of business risks** – The Board is responsible for identifying the major business risks faced by the Group, such as fluctuations in interest rates, inflation rates, fluctuations in consumer spending, employment levels and for determining the appropriate course of action to manage those risks.

**Management structure** – The Board has overall responsibility for the Group and there is a formal schedule of matters specifically reserved for decision by the Board.

**Corporate accounting** – Responsibility levels are communicated throughout the Group as part of the corporate accounting procedures. These procedures set out authorisation levels, segregation of duties and other control procedures.

**Quality and integrity of personnel** – The integrity and competence of personnel is ensured through high recruitment standards and close Board supervision.

**Monitoring** – Internal financial control procedures are reviewed by the Board as a whole. These reviews embrace the provision of regular information to management, and monitoring of performance and key performance indicators.

By Order of the Board

**M.M. Bray**  
Company Secretary  
13 July 2017

# Report of the Audit and Risk Committee

The Audit and Risk Committee plays a vital role in ensuring that the interests of Shareholders are protected and in assisting the Board in discharging its responsibilities by challenging the integrity of the financial statements and in monitoring and reviewing the conduct of management and the Auditors. During the course of the year, the Committee widened its remit to include the oversight of Risk and will now be known as the Audit and Risk Committee.

This Report details the activities of the Committee that were undertaken over the year.

## ROLE OF THE AUDIT AND RISK COMMITTEE

The Audit and Risk Committee's principal role, as set out in its terms of reference (which can be found on the Company's website at [www.mountviewplc.co.uk](http://www.mountviewplc.co.uk)), includes:

- monitoring the integrity of the Company's financial statements;
- reviewing the tone and content of the Interim Report, the Annual Report and Accounts and any associated regulatory news announcements;
- reviewing the Company's internal financial controls;
- reviewing the internal control and risk management systems;
- assessing the performance and independence of the external Auditors;
- selecting the external Auditors and making appropriate recommendations through the Board to permit Shareholder consideration at the Annual General Meeting;
- assessing the effectiveness of the external audit process;
- acting as a conduit between the Board and the external Auditors;
- reporting to the Board on how it has discharged its responsibilities; and
- Reviewing any incidents of whistleblowing occurring within the Company and ensuring adequate review and investigation.

## ACTIVITIES OF THE COMMITTEE

During the year, the Committee met on three occasions. These meetings took place prior to the issue of the preliminary and interim results to review audit recommendations, where appropriate, and consider any significant issues arising from the audit and review process. At one of those meetings, in March 2017, the Committee agreed the external audit terms of engagement and the Auditors' scope, proposed approach and fees for the annual audit; the Committee also reviewed the performance of the external Auditors.

Following a review of the governance structure during the year the Audit Committee was renamed the Audit and Risk Committee to reflect its responsibility for overseeing the risk management process for the Company. This entails reviewing the principal risks and risk mitigation at each meeting on behalf of the Board.

The Committee is satisfied that controls over accuracy and consistency of information presented in the Annual Report and Accounts are robust and has confirmed to the Board that it believes this Annual Report and Accounts is fair, balanced and understandable.

# Report of the Audit and Risk Committee

continued

## KEY AREAS FORMALLY DISCUSSED AND REVIEWED

| Principal Responsibilities of the Committee  | Key areas formally discussed and reviewed by the Committee during the year  |
|--|---|
| <p><b>Reporting and External Audit</b></p> <ul style="list-style-type: none"> <li>Monitoring the integrity of the Company's financial statements and all formal announcements relating to the Company's financial performance, reviewing financial reporting judgements contained within them</li> <li>Making recommendations to the Board regarding the appointment of the external Auditor and approving the external Auditors' remuneration, terms of engagement, monitoring independence, objectivity and effectiveness</li> </ul> | <ul style="list-style-type: none"> <li>Results, commentary and announcements</li> <li>Key accounting policy judgements, including valuations</li> <li>Impact of future financial reporting standards</li> <li>Long term viability</li> <li>Going concern</li> <li>External Auditor effectiveness</li> <li>External Auditor management letter, containing observations arising from the annual audit leading to recommendations for financial reporting improvement</li> <li>External Auditors' remuneration and audit tender frequency</li> </ul> |
| <p><b>Valuations</b></p> <ul style="list-style-type: none"> <li>Monitoring and reviewing the valuation process for the Investment properties</li> <li>Valuer competence and effectiveness</li> </ul>   | <ul style="list-style-type: none"> <li>Annual report on the effectiveness of the valuer which considers the quality of the valuation process and judgement.</li> <li>Challenge the Executive in respect of both the independent external valuations and Directors' valuations across the entire property portfolio</li> </ul>   |
| <p><b>Risk and Internal control</b></p> <ul style="list-style-type: none"> <li>Reviewing the principal risks and uncertainties as identified by the Audit and Risk Committee, including those that could affect solvency or liquidity, future performance and its business model</li> <li>Reviewing the risk management disclosures on our approach to risk in the Annual Report and Accounts</li> </ul>   | <ul style="list-style-type: none"> <li>Maintenance and assessment of the Risk Register including identification of the Company's principal risks</li> </ul>   |
| <p><b>Other</b></p> <ul style="list-style-type: none"> <li>Reviewing the Committee's Terms of Reference and monitoring its execution</li> <li>Considering compliance with legal requirements, accounting standards and the Listing Rules</li> <li>Reviewing the whistle-blowing policy and operation</li> </ul>  | <ul style="list-style-type: none"> <li>Review of the Audit Committee's Terms of Reference.</li> <li>Review of the effectiveness of the Audit and Risk Committee</li> </ul>  |



## NON-AUDIT SERVICES

The Company's policy requires that all non-audit fee work is reported to the Audit and Risk Committee and the Committee can confirm that this policy was adhered to throughout the year.

## EFFECTIVENESS OF THE EXTERNAL AUDIT PROCESS

Following best practice and in accordance with its Terms of Reference, the Committee annually reviews the audit requirements of the Company. The Committee reviewed BSG Valentine's proposals for the audit and is confident that appropriate plans were put in place to carry out an effective and high quality audit. BSG Valentine confirmed to the Committee that they maintained appropriate internal safeguards to ensure their independence and objectivity.

A review of BSG Valentine's audit of Mountview financial statements for the year ended 31 March 2016 was carried out by the Financial Reporting Council (FRC). The audit work within the scope of their review was assessed as requiring limited improvements in relations to communications with the Audit and Risk Committee. These matters have been addressed by the Auditors.

BSG Valentine has held the role of Auditors for Mountview Estates P.L.C. for nine years and it has been necessary to tender the audit contract and undertake an audit tender process. Three audit firms including the incumbent Auditors were invited to tender for the Mountview Estates P.L.C. audit. The parties were invited to Mountview House to attend an interview with the full Board. Following interviews and further discussion with each of the parties the Board agreed that the incumbent Auditors, BSG Valentine, would be invited to remain as Auditors to Mountview. This decision was taken in the light of their continuing good service, understanding of our systems and controls and value for money.

The reappointment of the existing external auditor will be proposed to shareholders at the AGM.

## VIABILITY STATEMENT AND GOING CONCERN

The Committee provides advice to the Board on the form and basis underlying both the going concern and the new longer-term viability statement.

The Committee concluded that it remains appropriate for the financial statements to be prepared on a going concern basis and recommended the viability statement to the Board.

The Company's going concern statement can be found on page 19. The viability statement can be found on page 11.

## KEY ISSUES FOR 2017/18

In light of recent events the Audit and Risk Committee will be focussed on the Company's IT security in the coming year and will be working closely with the executive to ensure that appropriate safeguards are in place.

March 2018 will see the introduction of new General Data Protection Requirements (GDPR). The committee will monitor preparations.

The Committee will also be looking at ways to strengthen its support around Governance to ensure that the Company's communications and processes are in line with good practice in this area.

**M.L. Jarvis**

Chairman of the Audit and Risk Committee

13 July 2017

# Remuneration Report

Dear Shareholder,

I am pleased to present the 2017 Remuneration Report, and to update you on the work done by the Remuneration Committee over the last year.

We have revised the Remuneration Policy which is set out below and we will submit it to you for approval at our AGM on 9 August 2017. The new Remuneration Policy is more transparent as to our processes and there are two points to bring to your attention: First, we are proposing a cap on the amount of short term incentive that can be paid to Executive Directors in line with best practice. Second, we are leaving in our policy the ability to pay pension contributions to Executive Directors (even though present incumbents do not receive any) to a maximum of 20% of salary to allow us to do so if new appointments are made. I hope that you will support these changes.

We have also carried out an extensive remuneration benchmarking project covering our Executive Directors during the year and have been supported by FIT, an independent firm of experts in this field. Our aim has been to ensure that we have the best comparators available to determine the value the Company receives for their contribution relative to other companies in the sector.

Our approach was to identify a peer group of companies and executives and compare the structure and quantum of our own remuneration with that of the others. We also could compare the performance of peer group companies and look at the results in relation to Mountview. Our major conclusions are that:

- In terms of remuneration structure, Mountview is different in that most other companies have a significant proportion of remuneration in the form of Long Term Incentive Schemes;
- Both fixed remuneration and total remuneration levels have been below the median of the peer group in recent years. Our CEO's total remuneration has been consistently below the median of his peers over the last three years and was 22% below the 2015/16 median in his peer group;
- Mountview's Executive Director total remuneration has tracked the performance of the Company more closely than that of others in the peer group over the last three years.

Based on the work done, there is considerable justification in continuing to increase the total remuneration of the Executive Directors such that it is more in line with Mountview's peer group.

The Committee has also taken into account the fact that a significant proportion of the reduction in Profit Before Tax is due to changes in the valuation of the investment portfolio and that operating results have been consistent throughout a period of significant uncertainty in the property market. Shareholders will also note the continuing tight control of operating costs.

Lastly, the Remuneration Committee has also considered the recent performance of the peer group companies with that of Mountview, and there is no doubt that our Company's results are well above the median for the Group.

In this context, the Remuneration Committee has agreed a 2.5% increase in the Short Term Incentive and a fixed salary increment in line with that for other employees.

The 2017 remuneration proposals are based on this work, are consistent with the revised Remuneration Policy, the benchmarking carried out and the solid results achieved in the year. The Board is pleased with the continuing progress made by the Company and we continue to support our Executive Directors who are proving their worth in more difficult market conditions.



A.C.J. Solway  
Chairman, Remuneration Committee

## KEY PRINCIPLES OF REMUNERATION POLICY

The Company's Remuneration Policy is designed to attract, motivate and retain the right talent for our business in order that it can continue to deliver excellent returns for Shareholders.

The Remuneration Committee believes that there should be a clear link between the Company's financial results and the total remuneration of Executive Directors. A key metric would be profit before tax. The Committee also considers non-financial corporate goals to build for long term success, including management development, succession planning and the maintenance of robust business infrastructure.

The Company rewards its Executives in relation to the Company's performance. At the same time the Remuneration Committee reviews market comparators to ensure that reward is appropriate. The Remuneration Committee considers the relative performance of Mountview's results in relation to its peers in determining where appropriate benchmarks should be set (i.e. upper quartile, median or lower quartile).

Given that the Executive Directors (particularly the CEO) have significant holdings of the Company's shares, the Remuneration Committee does not consider that a long-term incentive share scheme is appropriate. This will be reviewed if other Executive appointments are made in the future. The Executive Directors do not receive a pension, but remuneration policy still provides for a pension contribution in the event that new appointments are made in the future. Pension contributions are made on behalf of other employees working at Mountview.

## REMUNERATION POLICY

Set out below is the Remuneration Policy with effect from 9 August 2017 subject to Shareholder approval at the AGM to be held on that day. The Remuneration Policy is to ensure that the total remuneration of the Executive Directors reflects their performance and the performance of the Company, with reference to its peer group.

The tables below summarise the main elements of the remuneration packages of the Executive Directors, the key features of each element, their purpose and linkage to our strategy.

## EXECUTIVE DIRECTORS

### BASE SALARY

|                              |   |
|------------------------------|---|
| Purpose and link to strategy | To provide a competitive level of non-variable remuneration aligned to the Company's peer group and reflective of the seniority of the post, the experience of the Executive and the expected contribution to the Company's strategy. |
| Operation                    | Base salaries are reviewed each year with regard to the seniority of the individual, changes to responsibilities, performance, peer group and the average change in total workforce salary.   |
| Opportunity                  | Base salaries are fixed for each financial year and effective from 1 April each year.   |
| Performance metrics          | None.   |
| Changes in year              | See page 30 'Directors' Remuneration Table'.  |

### PENSION

|                              |   |
|------------------------------|---|
| Purpose and link to strategy | To attract and retain high quality Executives by providing income in retirement.          |
| Operation                    | The Company would offer contributions to an approved defined contribution pension scheme. |
| Opportunity                  | Contributions would be made to a limit of 20% of base salary only.                        |
| Performance metrics          | None.   |
| Changes in year              | Contributions are limited to a percentage of salary only.                                 |

# Remuneration Report continued

## SHORT TERM INCENTIVE

|                              |   |
|------------------------------|---|
| Purpose and link to strategy | To align remuneration with Company financial performance and reward personal contribution to results.   |
| Operation                    | The Remuneration Committee considers the financial and other results for the year and the relevant benchmarks for executive performance in peer group companies.  |
| Opportunity                  | Any award will be set at a level that aligns individual total remuneration with that of appropriate market benchmarks and the Company's financial performance.<br>The maximum percentage of base salary payable under this scheme is 250% (reflecting the absence of an LTI scheme at the Company). |
| Performance metrics          | The Remuneration Committee considers financial metrics (currently primarily profit before tax) and other non-financial achievements over the course of the year under review.   |
| Changes in year              | Short Term Incentives are limited to a maximum of 250% of salary. See also page 30 'Directors' Remuneration Table'.   |

## BENEFITS

|                              |  |
|------------------------------|--|
| Purpose and link to strategy | To aid the recruitment and retention of high quality Executives.   |
| Operation                    | The Company provides private medical insurance, sick pay and life assurance. Other benefits (including relocation expenses) may be provided if the Committee considers it appropriate.   |
| Opportunity                  | The benefits are fixed in relation to the Executive's salary. The Committee reviews the appropriateness of these benefits. The value of benefits may vary from year to year depending on the cost to the Company from third-party providers. |
| Performance metrics          | None.  |
| Changes in year              | See page 30 'Directors' Remuneration Table'.   |

## NON-EXECUTIVE DIRECTORS

The policy on Non-Executive Directors' fees is set out below:

### FEES

|                              |   |
|------------------------------|---|
| Purpose and link to strategy | Non-Executive Directors receive a fee to cover their time and expenses in attending Board, Committee and any other meetings that they are required to attend over the year.<br>Non-Executive Directors may receive additional fees and expenses for attending meetings not in the ordinary course of their duties, or where additional effort is needed above that required by the ordinary course of business. |
| Operation                    | Fees are reviewed periodically by the Board with reference to the expected time commitment and market level for such services.  |
| Opportunity                  | Fees are fixed for each financial year. Non-Executive Directors are not entitled to any other incentives or benefits beyond their fees and reimbursement for travel and related business expenses reasonably incurred in performing their duties.   |
| Performance metrics          | None.   |
| Changes in year              | See page 30 'Directors' Remuneration Table'.  |

## CHANGES TO REMUNERATION POLICY

The policy above includes the following changes to that adopted in 2014:

- **Short Term Incentive:** the Board has now imposed a limit on any award at 250% of salary;
- **Pensions:** any future contributions for executive directors will be based solely on base salary.

These changes bring the Company's policy into line with best practice and all other aspects remain as previously stipulated.

## APPROACH TO RECRUITMENT REMUNERATION

When setting the remuneration package for a new Executive Director, the Committee will apply the same principles and policy as set out above. Depending on individual circumstances, the Committee will consider reintroducing pension contributions and other long term incentives appropriate to the individual and their responsibilities.

Base salary will be set at a level appropriate to the role and experience of the Executive Director being appointed. This may include agreement on future increases up to a market rate, in line with increasing experience and responsibilities, subject to good performance, where it is considered appropriate.

In relation to external appointments, the Remuneration Committee may structure a remuneration package that it considers appropriate to recognise awards or benefits that may or will be forfeited on resignation from a previous position, taking into account timing and valuation – and any other matters it considers relevant. The policy is that the maximum payment under any such arrangement (which may be in addition to the normal variable remuneration) should be no more than the Committee considers is required to provide reasonable compensation to the incoming Director.

In the case of an employee who is promoted to the position of Executive Director, it is the Company's policy to honour pre-existing award commitments (including awards, incentives, benefits and contractual arrangements) in accordance with their terms.

Where any recruitment involves the agreed relocation of the individual, the Company may offer additional benefits and to meet some or all associated costs.

Where an individual is appointed as a result of an acquisition, merger or other corporate event, the Company will honour any legacy terms and conditions.

Non-Executive Director appointments will be made based on a Non-Executive Director Agreement. Non-Executive Directors' fees, including those of the Chairman, will be set at a competitive market level, reflecting the experience of the individual and the responsibility and time commitment of the role.

In all cases the Remuneration Committee will bear in mind the best interests of the Company and to not pay more than is fair or necessary.

# Remuneration Report continued

## DETAILS OF DIRECTORS' SERVICE CONTRACTS

### EXECUTIVE DIRECTORS

|               | Contract Date | Unexpired Term | Notice Period |
|---------------|---------------|----------------|---------------|
| D.M. Sinclair | 8 August 2002 | No fixed term  | 12 months     |
| M.M. Bray     | 1 April 2004  | No fixed term  | 12 months     |

The Executive Directors service contracts contain provisions relating to matters such as salary, pension arrangements, salary continuance in the event of illness, holidays, life and medical insurance, etc. The Executive Directors' service contracts can be terminated on 12 months' notice by either party.

The Executive Directors are entitled to a compensation payment upon a change of control of the Company. Such compensation payment (subject to the deduction of income and other taxes required by law and any other sums owed by the Executive Director to the Company) is equal to the Executive Director's annual gross remuneration as reported in the Company's last audited accounts. The Executive Directors' contracts make no other provision for termination payments other than for salary and benefits in lieu of notice.

Executive Directors are entitled to reasonable out of pocket expenses when on Company business.

### NON-EXECUTIVE DIRECTORS

|                  | Contract Date   | Unexpired Term | Notice Period |
|------------------|-----------------|----------------|---------------|
| A.C.J. Solway    | 11 June 2015    | 11 months      | None          |
| M.L. Jarvis      | 1 July 2017     | 36 months      | None          |
| Dr A.R. Williams | 1 December 2015 | 17 months      | None          |

Non-Executive Directors are appointed for fixed terms of three years, subject to renewal. Non-Executive Directors are only entitled to accrued fees due to them at the date of termination of their appointment.

## OTHER MATTERS

The Remuneration Committee may make minor amendments to the policy set out above without obtaining Shareholder approval.

In making its decisions, the Remuneration Committee shall take into account the conditions of the Company as a whole and proposals as regards the general staff.

Last, the Remuneration Committee considers the views of investor bodies and Shareholders. The Company seeks an ongoing dialogue with shareholders on all matters of strategic importance – including remuneration.

## POLICY REGARDING EXTERNAL APPOINTMENTS

Executive Directors are not encouraged to hold external directorships. Duncan Sinclair is a director of Sinclair Estates Ltd. and Ossian Investors Ltd, companies which hold property assets in run-off.

Non-Executive Directors are appointed because of their skills and experience and it is accepted that they have other Board commitments beyond Mountview. The Chairman keeps the availability of Non-Executives under review to ensure that the Company is able to access them as required.

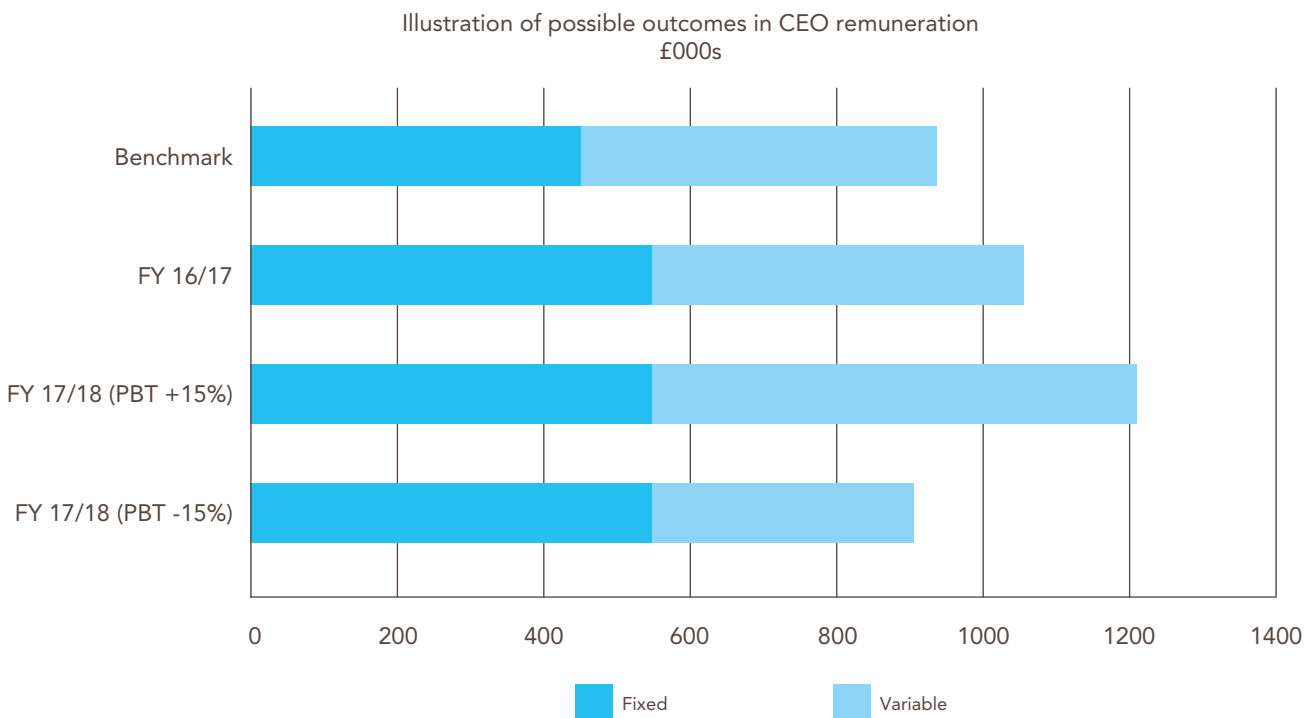
## ILLUSTRATION OF THE APPLICATION OF REMUNERATION POLICY

The Remuneration Committee would start its process by reviewing the market benchmarks for remuneration amongst the Company's peer group, with particular focus on any movements in salaries and total remuneration for the current year and recent company performance. The Committee would then determine the appropriate level of base salary for the Executive Directors with reference to these results, as well as considering relative performance against the peer group.

The Committee would then set the Executive Directors' total remuneration for the year using the short term incentive. The quantum for the incentive would primarily be set to adjust the Executive Directors' total remuneration by a similar figure to that of the movement in the Company's profit before tax.

This calculation (shown below) would be mitigated by other factors such as:

- Any other non-financial factors to be considered.
- The total remuneration of other peer group companies and movement in market benchmarks.



# Remuneration Report continued

## IMPLEMENTATION REPORT AUDITED INFORMATION

### DIRECTORS' TOTAL REMUNERATION SINGLE FIGURE TABLE

| 2017                 | Salary<br>£000 | Bonus<br>£000 | Benefits in<br>kind<br>£000 | Total<br>£000 |
|----------------------|----------------|---------------|-----------------------------|---------------|
| <b>Executive</b>     |                |               |                             |               |
| D.M. Sinclair        | 500            | 515           | 23                          | 1,038         |
| M.M. Bray            | 375            | 355           | –                           | 730           |
| <b>Non-Executive</b> |                |               |                             |               |
| A.C.J. Solway        | 72             | –             | –                           | 72            |
| M.L. Jarvis          | 36             | –             | –                           | 36            |
| Dr A.R. Williams     | 36             | –             | –                           | 36            |
|                      | <b>1,019</b>   | <b>870</b>    | <b>23</b>                   | <b>1,912</b>  |

| 2016   | Salary<br>£000 | Bonus<br>£000 | Benefits in<br>kind<br>£000 | Pensions<br>contributions<br>£000 | Total<br>£000 |
|--|----------------|---------------|-----------------------------|-----------------------------------|---------------|
| <b>Executive</b>   |                |               |                             |                                   |               |
| D.M. Sinclair  | 378            | 500           | 24                          | 41*                               | 943           |
| M.M. Bray  | 285            | 345           | –                           | 31*                               | 661           |
| <b>Non-Executive</b>   |                |               |                             |                                   |               |
| A.C.J. Solway (appointed on 11 June 2015)                          | 54             | –             | –                           | –                                 | 54            |
| J.B. Fulton (resigned as a Non-Executive Chairman on 30 June 2015) | 15             | –             | –                           | –                                 | 15            |
| A.J. Sinclair (resigned on 31 December 2015)                       | 27             | –             | –                           | –                                 | 27            |
| M.L. Jarvis  | 36             | –             | –                           | –                                 | 36            |
| Dr A.R. Williams (appointed on 1 December 2015)                    | 12             | –             | –                           | –                                 | 12            |
|  | <b>807</b>     | <b>845</b>    | <b>24</b>                   | <b>72</b>                         | <b>1,748</b>  |

\* Includes contribution in respect of 1 month's salary as a bonus.

## UNAUDITED INFORMATION CEO SINGLE FIGURE

|      |               | CEO single<br>figure of<br>total<br>remuneration<br>£000 |
|------|---------------|--|
| 2017 | D.M. Sinclair | 1,038  |
| 2016 | D.M. Sinclair | 943  |
| 2015 | D.M. Sinclair | 778  |
| 2014 | D.M. Sinclair | 659  |
| 2013 | D.M. Sinclair | 662  |



## PERCENTAGE CHANGE IN REMUNERATION OF CEO AND EMPLOYEES

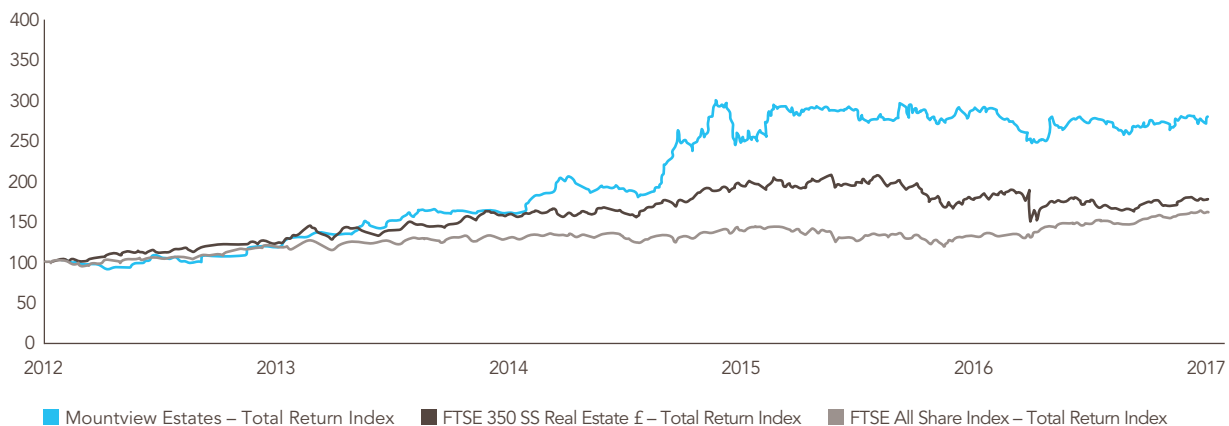
The percentage change in remuneration between 2016 and 2017 for the CEO and for all employees in the Group was:

|                     |      |
|---------------------|------|
| CEO                 | 10%  |
| Employee population | 2.4% |

## PERFORMANCE GRAPH

The graph illustrates the Company's performance compared to a broad equity market index over the past five years. As the Company is a constituent of the FTSE 350 Real Estate Index, that index is considered the most appropriate form of broad equity market index against which the Company's performance should be plotted. Performance is measured by Total Shareholder Return as represented by share price performance and dividend.

The graph looks at the value of £100 invested in Mountview Estates P.L.C. compared to the value of £100 invested in the FTSE All-Share Index and the FTSE 350 Real Estate Index on 31 March each year.

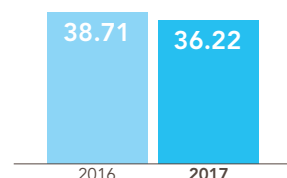


## RELATIVE IMPORTANCE OF SPEND ON PAY

The difference in actual expenditure between 2016 and 2017 on remuneration for all employees in comparison to profit after tax and distributions to Shareholders by way of dividend is set out in the tabular graphs below:

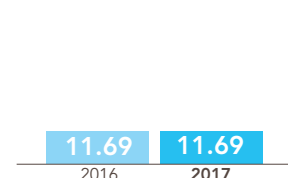
PROFIT AFTER TAX (£)

↓2.5m



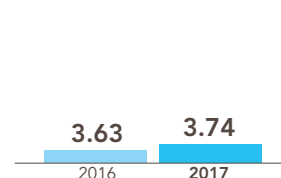
DIVIDEND (£m)

↔



TOTAL EMPLOYEE PAY (£)

↑0.1m



## STATEMENT OF IMPLEMENTATION OF REMUNERATION POLICY IN THE CURRENT FINANCIAL YEAR

With effect from 1 April 2017 the basic salary of CEO will be increased to £515,000 and the Finance Director to £390,000.

# Remuneration Report continued

## DETAILS OF THE REMUNERATION COMMITTEE

The Remuneration Committee during the period comprised two independent Non-Executive Directors and one Non-Executive Director.

Details of the Directors who were members of the Committee during the year are disclosed on page 19.

## STATEMENT OF VOTING AT GENERAL MEETING

At the AGM held on 10 August 2016 the Directors' Remuneration Report received the following votes based on Proxy forms from Shareholders.

|   | Total number of votes | % of votes cast |
|---|-----------------------|-----------------|
| For   | 2,036,358             | 99.99           |
| Against                                     | 75                    | 0.01            |
| Total votes cast (for and against)          | 2,036,433             | 100             |
| Votes withheld                              | –                     | –               |
| Total votes cast (including withheld votes) | 2,036,433             | 100             |

## DIRECTORS' INTERESTS IN SHARE CAPITAL

The number of Ordinary Shares in the Company in which the Directors and their families were interested is as follows:

|  | 31 March 2017 | 31 March 2016 |
|--|---------------|---------------|
| Ordinary Shares of 5p each   |               |               |
| D.M. Sinclair including the following holding of Sinclair Estates Limited – 54,165<br>D.M. Sinclair is a Director of the above company | 538,383       | 538,383       |
| M.M. Bray  | 12,302        | 12,302        |
| A.C.J Solway   | 500           | 500           |
| Dr A.R. Williams   | 52,915        | 52,915        |

All the above interests are beneficial.

# Consolidated Statement of Comprehensive Income

for the year ended 31 March 2017

|   | Notes | Year ended<br>31 March<br>2017<br>£000 | Year ended<br>31 March<br>2016<br>£000 |
|---|-------|--|--|
| Revenue   | 4     | 78,232                                 | 79,765                                 |
| Cost of sales   | 4     | (26,176)                               | (26,751)                               |
| <b>Gross profit</b>   |       | <b>52,056</b>                          | 53,014                                 |
| Administrative expenses   |       | (5,231)                                | (5,148)                                |
| Gain on sale of investment properties   | 13    | -                                      | 197                                    |
| <b>Operating profit before changes in fair value of investment properties</b> |       | <b>46,825</b>                          | 48,063                                 |
| (Decrease)/Increase in fair value of investment properties                    | 13    | (1,020)                                | 1,504                                  |
| Profit from operations  |       | 45,805                                 | 49,567                                 |
| Net finance costs   | 8     | (819)                                  | (1,179)                                |
| <b>Profit before taxation</b>   |       | <b>44,986</b>                          | 48,388                                 |
| Taxation – current  |       | (9,234)                                | (9,593)                                |
| Taxation – deferred   | 19    | 473                                    | (83)                                   |
| Taxation  | 9     | (8,761)                                | (9,676)                                |
| <b>Profit attributable to equity Shareholders</b>                             |       | <b>36,225</b>                          | 38,712                                 |
| Basic and diluted earnings per share (pence)                                  | 11    | 929.1p                                 | 992.9p                                 |

All the activities of the Group are classed as continuing.

The notes on pages 37 to 55 are an integral part of these consolidated financial statements.

# Consolidated Statement of Financial Position

for the year ended 31 March 2017

|   | Notes | As at<br>31 March<br>2017<br>£000 | As at<br>31 March<br>2016<br>£000 |
|---|-------|-----------------------------------|-----------------------------------|
| <b>Assets</b>   |       |                                   |                                   |
| <b>Non-current assets</b>   |       |                                   |                                   |
| Property, plant and equipment   | 12    | 1,833                             | 1,911                             |
| Investment properties   | 13    | 28,741                            | 29,448                            |
|   |       | <b>30,574</b>                     | 31,359                            |
| <b>Current assets</b>   |       |                                   |                                   |
| Inventories of trading properties   | 15    | 347,380                           | 334,108                           |
| Trade and other receivables   | 16    | 1,613                             | 1,720                             |
| Cash at bank  |       | 825                               | 1,706                             |
|   |       | <b>349,818</b>                    | 337,534                           |
| <b>Total assets</b>   |       | <b>380,392</b>                    | 368,893                           |
| <b>Equity and liabilities</b>   |       |                                   |                                   |
| <b>Capital and reserves attributable to equity holders of the Company</b> |       |                                   |                                   |
| Share capital   | 21    | 195                               | 195                               |
| Capital reserve   | 22    | 25                                | 25                                |
| Capital redemption reserve  | 22    | 55                                | 55                                |
| Other reserves  | 22    | 56                                | 56                                |
| Retained earnings   | 23    | 335,948                           | 311,421                           |
|   |       | <b>336,279</b>                    | 311,752                           |
| <b>Non-current liabilities</b>  |       |                                   |                                   |
| Long-term borrowings  | 18    | 29,000                            | 39,700                            |
| Deferred tax  | 19    | 4,869                             | 5,342                             |
|   |       | <b>33,869</b>                     | 45,042                            |
| <b>Current liabilities</b>  |       |                                   |                                   |
| Bank overdrafts and loans   | 18    | 3,042                             | 3,625                             |
| Trade and other payables  | 17    | 1,951                             | 3,000                             |
| Current tax payable   |       | 5,251                             | 5,474                             |
|   |       | <b>10,244</b>                     | 12,099                            |
| <b>Total liabilities</b>  |       | <b>44,113</b>                     | 57,141                            |
| <b>Total equity and liabilities</b>                                       |       | <b>380,392</b>                    | 368,893                           |

Approved by the Board on 13 July 2017.

D.M. Sinclair      M.M. Bray  
Chief Executive    Director

The Notes on pages 37 to 55 are an integral part of these consolidated financial statements.

# Consolidated Statement of Changes in Equity

for the year ended 31 March 2017

|   | Notes | Share capital<br>£000 | Capital<br>reserve<br>£000 | Capital<br>redemption<br>reserve<br>£000 | Other<br>reserves<br>£000 | Retained<br>earnings<br>£000 | Total<br>£000  |
|---|-------|-----------------------|----------------------------|--|---------------------------|------------------------------|----------------|
| <b>Changes in equity for year ended<br/>31 March 2016</b> |       |                       |                            |  |                           |                              |                |
| Balance as at 1 April 2015                                |       | 195                   | 25                         | 55                                       | 56                        | 287,330                      | 287,661        |
| Profit for the year                                       |       |                       |                            |  |                           | 38,712                       | 38,712         |
| Dividends   | 10    |                       |                            |  |                           | (14,621)                     | (14,621)       |
| Balance at 31 March 2016                                  | 23    | 195                   | 25                         | 55                                       | 56                        | 311,421                      | 311,752        |
| <b>Changes in equity for year ended<br/>31 March 2017</b> |       |                       |                            |  |                           |                              |                |
| Balance as at 1 April 2016                                |       | 195                   | 25                         | 55                                       | 56                        | 311,421                      | 311,752        |
| Profit for the year                                       |       |                       |                            |  |                           | 36,225                       | 36,225         |
| Dividends   | 10    |                       |                            |  |                           | (11,698)                     | ( 11,698)      |
| <b>Balance at 31 March 2017</b>                           | 23    | <b>195</b>            | <b>25</b>                  | <b>55</b>                                | <b>56</b>                 | <b>335,948</b>               | <b>336,279</b> |

The Notes on pages 37 to 55 are an integral part of these consolidated financial statements.

# Consolidated Cash Flow Statement

for the year ended 31 March 2017

|  | Notes | Year ended<br>31 March<br>2017<br>£000 | Year ended<br>31 March<br>2016<br>£000 |
|--|-------|--|--|
| <b>Cash flows from operating activities</b>                    |       |  |  |
| Profit from operations   |       | 45,805                                 | 49,567                                 |
| Adjustment for:  |       |  |  |
| Depreciation   |       | 79                                     | 113                                    |
| (Gain) on disposal of investment properties                    |       | -                                      | (197)                                  |
| Decrease/(Increase) in fair value of investment properties     |       | 1,020                                  | (1,504)                                |
| <b>Operating cash flows before movement in working capital</b> |       | <b>46,904</b>                          | 47,979                                 |
| (Increase) in inventories                                      |       | (13,272)                               | (11,088)                               |
| Decrease in receivables  |       | 107                                    | 228                                    |
| (Decrease)/Increase in payables                                |       | (1,049)                                | 657                                    |
| <b>Cash generated from operations</b>                          |       | <b>32,690</b>                          | 37,776                                 |
| Interest paid  |       | (819)                                  | (1,179)                                |
| Income taxes paid  |       | (9,458)                                | (5,693)                                |
| <b>Net cash inflow from operating activities</b>               |       | <b>22,413</b>                          | 30,904                                 |
| <b>Investing activities</b>                                    |       |  |  |
| Proceeds from disposal of investment properties                | 13    | -                                      | 1,700                                  |
| Capital expenditure on investment properties                   | 13    | (312)                                  | (48)                                   |
| Purchase of property, plant and equipment                      | 12    | (1)                                    | (16)                                   |
| <b>Net cash (outflow)/inflow from investing activities</b>     |       | <b>(313)</b>                           | 1,636                                  |
| <b>Cash flows from financing activities</b>                    |       |  |  |
| Repayment of borrowings  |       | (9,820)                                | (20,725)                               |
| Equity dividend paid   |       | (11,698)                               | (14,621)                               |
| <b>Net cash (outflow) from financing activities</b>            |       | <b>(21,518)</b>                        | (35,346)                               |
| <b>Net Increase/(Decrease) in cash and cash equivalents</b>    |       | <b>582</b>                             | (2,806)                                |
| Opening cash and cash equivalents                              |       | (1,919)                                | 887                                    |
| <b>Cash and cash equivalents at end of year</b>                | 18    | <b>(1,337)</b>                         | (1,919)                                |

The Notes on pages 37 to 55 are an integral part of these consolidated financial statements.

# Notes to the Consolidated Financial Statements

for the year ended 31 March 2017

## 1. GENERAL INFORMATION

Mountview Estates P.L.C. (the Company) and its subsidiaries (the Group) is a property trading company with a portfolio in England and Wales.

The Company is a public limited liability company incorporated, domiciled and registered in England.

The address of its registered office is: 151 High Street, Southgate, London N14 6EW. The Company website is: [www.mountviewplc.co.uk](http://www.mountviewplc.co.uk).

The Company has its premium listing on the London Stock Exchange.

These consolidated financial statements have been approved for issue by the Board of Directors on 13 July 2017.

## 2. ACCOUNTING POLICIES

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

### (A) BASIS OF PREPARATION

The Group's financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties, and in accordance with applicable International Financial Reporting Standards (IFRS), as adopted by the EU.

The Company has elected to prepare its Parent Company financial statements in accordance with UK GAAP. These are presented on pages 59 to 69.

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies.

The areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the Consolidated Financial Statements are disclosed in Note 2(S) 'Estimates and Judgements'.

### (B) BASIS OF CONSOLIDATION

The Group's financial statements incorporate the results of Mountview Estates P.L.C. and all of its subsidiary undertakings made up to 31 March each year. Control is achieved where the Company has the power to govern the financial and operating policies of an investee enterprise so as to obtain benefits from its activities.

The Group exercises control through voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible 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.

On acquisition, the identifiable assets, liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. The purchase method has been used in consolidating the subsidiary financial statements.

All significant inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated on consolidation within the consolidated accounts.

Consistent accounting policies have been used across the Group.

### (C) 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.

The Group has identified two such segments as follows:

- core portfolio
- residential investments

Above segments are UK based. More details are given in Note 5.

# Notes to the Consolidated Financial Statements continued

for the year ended 31 March 2017

## 2. ACCOUNTING POLICIES CONTINUED

### (D) INCOME TAX

The charge for current tax is based on the results for the year as adjusted for items which are non-assessable or disallowed. It is calculated using rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction, which affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is calculated at the rates that are expected to apply when the asset or liability is settled. Deferred tax is charged or credited in the income statement, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### (E) REVENUE

Revenue includes proceeds from sales of properties, rental income from properties held as trading stock, investment and other sundry items of revenue before charging expenses.

Rental income is recognised over the rental period.

Sales of properties are recognised on legal completion as in the Directors' opinion this is the point at which the substantial risks and rewards of ownership have been transferred.

### (F) DIVIDEND DISTRIBUTION

Dividend distribution to the Company's Shareholders is recognised as an expense in the Group's financial statements in the period in which the dividends are approved.

### (G) INTEREST EXPENSE

Interest expense for borrowings is recognised within 'finance costs' in the income statement using the effective interest rate method. The effective interest method is a method of calculating the financial liability and of allocating the interest expense over the relevant period.

### (H) PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the item. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, 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 are charged to the income statement during the financial period in which they are incurred.

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset using the straight-line method as follows:

|  |       |
|--|-------|
| Freehold property                          | – 2%  |
| Fixtures and fittings and office equipment | – 20% |
| Computer equipment                         | – 25% |



## 2. ACCOUNTING POLICIES CONTINUED

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each financial year. An asset's carrying amount is written down immediately to its recoverable amount if its carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These are included in the Income Statement.

### (I) IMPAIRMENT OF ASSETS

Assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation or depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Any impairment is recognised in the Income Statement in the year in which it occurs.

### (J) INVESTMENT PROPERTY

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated group, is classified as investment property.

Investment property is measured initially at its cost including related transaction costs.

After initial recognition, investment property is carried at fair value. Fair value is based on active market prices adjusted, if necessary, for any difference in the nature, location or condition of the specified asset. If this information is not available the Group uses alternative valuation methods such as recent prices or less active markets or discounted cash flow projections.

Subsequent expenditure is included in the carrying amount of the property 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 income statement during the financial period in which they are incurred.

Gains or losses arising from changes in the fair value of the Group's investment properties are included in the Income Statement of the period in which they arise.

### (K) INVENTORIES – TRADING PROPERTIES

These comprise residential properties, all of which are held for resale, and are shown in the financial statements at the lower of cost and estimated net realisable value. Cost includes legal fees and commission charges incurred during acquisition together with improvement costs. Net realisable value is the net sale proceeds which the Group expects on sale of a property in its current condition with vacant possession. The analysis of the Group revenue as at 31 March 2017 is on page 43.

### (L) PENSION COSTS

The Group operates a stakeholder contribution pension scheme for employees. The annual contributions payable are charged to the Income Statement. The Group has no further payment obligations once the contributions have been paid.

### (M) FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group has become a party to the contractual provisions of the instrument. Trade and other receivables and trade and other payables and cash and cash equivalents are measured at their net realisable value.

### (N) BANK BORROWINGS

Loans are recorded at fair value at initial recognition and thereafter at amortised costs under the effective interest method.

# Notes to the Consolidated Financial Statements continued

for the year ended 31 March 2017

## 2. ACCOUNTING POLICIES CONTINUED

### (O) CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

### (P) LEASING

Rentals payable under operating leases are charged to profit and loss on a straight-line basis over the term of the relevant lease.

### (Q) DERIVATIVES

The Group has not hedge accounted during the year.

### (R) ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS AND INTERPRETATIONS

There are no new standards, amendments or interpretations that are effective for the first time for the current financial year that have a material impact on the Group.

The Group is assessing the impact of the following revised standards and interpretations that are not yet effective. Where already endorsed by the EU, these changes will be adopted on the effective dates noted. Where not yet endorsed by the EU the adoption date is less certain.

- IFRS 9 Financial Instruments: Classification and Measurement, effective 2019 financial year (not yet endorsed by the EU);
- IFRS 15 Revenue from Contracts with Customers, effective 2018 financial year (not yet endorsed by the EU);
- IFRS 16 Leases, effective 2020 financial year (not yet endorsed by the EU). This standard replaces the existing standard, IAS 17 Leases, where lessees are required to make a distinction between a finance lease (on balance sheet) and an operating lease (off balance sheet); and
- IAS 40 Investment Property, proposed amendment. In November 2015 the IASB issued an Exposure Draft on a proposed amendment to clarify situations in which properties can be transferred from investment property to trading property and vice versa. The IASB further announced in July 2016 that it has now recommended finalising this amendment. The Group anticipates, that a number of trading properties will be reclassified as investment property as a consequence of the amendment.

Of the other IFRSs that are available for early adoption, none are expected to have a material impact on the financial statements.

### (S) CRITICAL ACCOUNTING JUDGEMENTS AND KEY AREAS OF ESTIMATION UNCERTAINTY

#### Going concern

The Directors are required to make an assessment of the Group's ability to continue to trade as a going concern.

The two main considerations were as follows:

#### 1. Refinancing of banking facilities

The Group has a £20 million (2016: £20 million) revolving loan facility with HSBC Bank. The termination date is November 2019.

The Group has a £60 million (2016: £60 million) revolving loan facility with Barclays Bank. The termination date of this facility is December 2018.

#### 2. Covenant compliance

The core facility has two covenants, Consolidated Gross Borrowings to Consolidated Net Tangible Assets ratio, and also interest cover ratio. The Group has remained well within both of these covenants during the year.

On the basis of the above, the Directors have a reasonable expectation that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

## 2. ACCOUNTING POLICIES CONTINUED

### Distinction between investment and trading property

The Group considers the intention at the outset when each property is acquired in order to classify the property as either an investment or a trading property. Where the intention is to either trade the property or where the property is held for immediate sale upon receiving vacant possession within the ordinary course of business, the property is classified as trading property. Where the intention is to hold the property for its long-term rental yield and/or capital appreciation, the property is classified as an investment property.

### Investment properties

In considering the values attributable to the investment portfolio, the following factors are taken into consideration:

- sales of properties within the Group's portfolio during the preceding 12 months
- sales of properties in the same district whenever the information is available
- published market research concerning the performance of the property market in this region and district
- factors affecting individual properties and units in relation to value, and factors in the district which might affect the values of individual properties and units.

The valuation of the portfolios was made in accordance with the requirements of the RICS Valuation – Professional Standards – Global and UK Edition, 2014 as amended.

### Carrying value of trading stock

The Group's residential trading stock is carried in the balance sheet at the lower of cost and net realisable value.

As the Group's business model is to sell trading stock on vacancy, net realisable value is the net sales proceeds which the Group expects on sale of a property with vacant possession.

### Inventory expected to be settled in more than 12 months

The Board estimates that inventory of £20.0 million will be settled within the next 12 months, with the remaining inventory value expected to be settled in more than 12 months. This estimation is based on the average cost of sales of inventory over the last three year period. Mountview's business, both historic and current, has involved the purchase for sale of residential properties subject to regulated tenancies, such properties being sold when vacant possession is obtained.

Regulated tenancies by their nature are not for any specific period of time and in most cases they do not become vacant until the death of the tenant.

It is difficult to predict with any certainty the time at which Mountview's inventory properties might become vacant.

# Notes to the Consolidated Financial Statements continued

for the year ended 31 March 2017

## 3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

### 1. FINANCIAL RISK FACTORS

The Group's activities expose it to a variety of financial risks: market risk (including price risk and cash flow risk), credit risk and liquidity risk. The Group's policies on financial risk management are to minimise the risk of adverse effect on performance and to ensure the ability of the Group to continue as a going concern.

The financial risks relate to the following financial instruments: trade receivables, cash and cash equivalents, trade and other payables and borrowings.

#### (A) MARKET RISK

The Group is exposed to market risk through interest rates and availability of credit.

##### Price risk

- The Group is exposed to property price and property rental risk.

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

- As the Group has no significant interest bearing assets, its income and operating cash flows are substantially independent of changes in market interest rates.

##### Long-term borrowings

- Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group's cash flow and fair value interest rate risk is constantly monitored by the Group's management.

The Board is confident that based on the historical performance of the Group, the finance costs are sufficiently covered by profits from operations.

The Group has two covenants covering Consolidated Gross Borrowings to Consolidated Net Tangible Assets ratio and interest cover ratio. These covenants were complied with during the financial year.

#### (B) CREDIT RISK

Exposure to credit risk and interest risk arises in the normal course of the Group's business.

The Group has no significant concentration of credit risk. Credit risk arises from cash and cash equivalents as well as credit exposures with respect to rental customers, including outstanding receivables. The Directors are of the opinion that credit risk is minimal due to the low level of trade receivables relative to the Balance Sheet totals. Regulated tenants are incentivised through the benefit of their tenancy agreement to avoid default on their rent.

Lifetime tenancies are generally at low or zero rent and hence suffer minimal credit risk.

#### (C) LIQUIDITY RISK

The Group's liquidity position is monitored daily by management and is reviewed quarterly by the Board of Directors. The Group ensures that it maintains sufficient cash for operational requirements at all times. The nature of its business is very cash generative from its gross rents and sales of trading properties.

In adverse trading conditions, new acquisitions can be minimised, and as a consequence will reduce the gearing level and improve the liquidity. A summary table with the majority of financial liabilities is presented in Note 18.

### 3. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

#### (D) CAPITAL RISK MANAGEMENT

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern. The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total debt and equity.

|                              | 2017<br>£000 | 2016<br>£000 |
|------------------------------|--------------|--------------|
| Total borrowings             | 32,042       | 43,325       |
| Less cash                    | (825)        | (1,706)      |
| Net borrowings               | 31,217       | 41,619       |
| Total equity                 | 336,279      | 311,752      |
| Total borrowings plus equity | 367,496      | 353,371      |
| Gearing ratio                | 8.5%         | 11.8%        |

#### 4. ANALYSIS OF REVENUE AND COST OF SALES

All revenue arises in the United Kingdom.

1. Rental income from tenancies of occupied properties. The income is recognised on an accruals basis.
2. Sale of stock properties. This is recognised on the date of legal completion.

|                           | 2017<br>£000  | 2016<br>£000 |
|---------------------------|---------------|--------------|
| <b>Revenue</b>            |               |              |
| Gross sales of properties | 60,154        | 61,442       |
| Gross rental income       | 18,078        | 18,323       |
|                           | <b>78,232</b> | 79,765       |
| <b>Cost of sales</b>      |               |              |
| Cost of properties sold   | 20,287        | 21,033       |
| Property expenses         | 5,889         | 5,718        |
|                           | <b>26,176</b> | 26,751       |
| <b>Gross profit</b>       |               |              |
| Sales of properties       | 39,867        | 40,409       |
| Net rental income         | 12,189        | 12,605       |
|                           | <b>52,056</b> | 53,014       |

#### Sales of properties included in the Market Valuation undertaken by Allsop LLP as at 30 September 2014.

|   | Allsop<br>Valuation<br>£000 | Sales Price<br>£000 |
|---|-----------------------------|---------------------|
| Value of the Properties included in the Market Valuation as at 30 September 2014 and sold during the financial year 2016/2017 | 38,505                      | 57,174              |
| Properties purchased since 30 September 2014 and sold during the Financial year 2016/2017                                     | –                           | 2,980               |
| <b>Gross sales of properties</b>  |                             | <b>60,154</b>       |

The Market Values were on the basis that properties would be sold subject to any then existing leases and tenancies.

# Notes to the Consolidated Financial Statements continued

for the year ended 31 March 2017

## 5. SEGMENTAL INFORMATION

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. The Group monitors its operations in the following segments:

|  | 2017                     |                             |               | 2016                     |                             |               |
|--|--------------------------|-----------------------------|---------------|--------------------------|-----------------------------|---------------|
|  | Property trading<br>£000 | Property investment<br>£000 | Group<br>£000 | Property trading<br>£000 | Property investment<br>£000 | Group<br>£000 |
| Revenue  | 77,710                   | 522                         | 78,232        | 79,256                   | 509                         | 79,765        |
| Operating profit before changes in fair value of investment properties | 46,597                   | 228                         | 46,825        | 47,597                   | 466                         | 48,063        |
| Finance costs  | (819)                    | –                           | (819)         | (1,179)                  | –                           | (1,179)       |
| Profit after tax   |                          |                             | 36,225        |                          |                             | 38,712        |
| Assets   | 351,422                  | 28,970                      | 380,392       | 339,254                  | 29,639                      | 368,893       |
| Liabilities  | 39,204                   | 4,909                       | 44,113        | 51,750                   | 5,391                       | 57,141        |
| Fixed assets   |                          |                             |               |                          |                             |               |
| Capital expenditure  | –                        | 313                         | 313           | –                        | 64                          | 64            |
| Depreciation   | 59                       | 20                          | 79            | 90                       | 23                          | 113           |

Head office costs have been allocated and included within the Group's two operating segments. The Group's two main business segments operate within the United Kingdom.

## 6. PROFIT FROM OPERATIONS

|   | 2017<br>£000 | 2016<br>£000 |
|---|--------------|--------------|
| The operating profit is stated after charging:                          |              |              |
| Depreciation of tangible fixed assets                                   | 79           | 113          |
| Loss on disposal of fixed assets  | –            | –            |
| Auditors' remuneration  |              |              |
| – the audit of the Parent Company and Consolidated Financial Statements | 42           | 40           |
| – the audit of the Company's subsidiaries pursuant to legislation       | 15           | 12           |
| – tax compliance work   | 4            | 9            |
| Operating expenses for investment properties                            | 23           | 39           |
| And after crediting:  |              |              |
| – net rental income   | 12,189       | 12,605       |
| – administrative charges to related companies (Note 24)                 | 40           | 36           |

The details of Directors' remuneration are shown in the audited section of the Remuneration Report on page 30.

The Company contributes 3% of the total annual gross salaries and bonuses of each employee to a Stakeholder Pension Scheme.

The average monthly number of employees during the year was as follows:

|                       | 2017<br>£000 | 2016<br>£000 |
|-----------------------|--------------|--------------|
| Office and management | 27           | 26           |

## 7. STAFF COSTS (INCLUDING DIRECTORS)

|   | 2017<br>£000 | 2016<br>£000 |
|---|--------------|--------------|
| Wages and salaries  | 3,295        | 3,070        |
| Social security costs   | 415          | 377          |
| Pension costs   | 37           | 184          |
|   | <b>3,747</b> | <b>3,631</b> |
| <b>Directors' remuneration</b>  |              |              |
| Total Directors' remuneration including salary, bonuses, benefits in kind and pensions contributions amounted to: | <b>1,912</b> | <b>1,748</b> |

The details of Directors' remuneration are shown in the audited section of the Remuneration Report on pages 24 to 32.

The Company contributes 3% of the total annual gross salaries and bonuses of each employee to a Stakeholder Pension Scheme.

## 8. FINANCE COSTS

|                                       | 2017<br>£000 | 2016<br>£000 |
|---------------------------------------|--------------|--------------|
| Interest on bank overdrafts and loans | 819          | 1,179        |

## 9. INCOME TAX EXPENSE

|  | 2017<br>£000 | 2016<br>£000 |
|--|--------------|--------------|
| <b>(a) Analysis of charge in the year</b>  |              |              |
| Current tax: UK Corporation Tax 20 % (2016: 20%)   | 9,234        | 9,593        |
| Deferred tax: Current year 19% (2016: 20%)   | (473)        | 83           |
| Taxation attributable to the Company and its subsidiaries                                    | <b>8,761</b> | <b>9,676</b> |
| <b>(b) Factors affecting income tax expense</b>  |              |              |
| The charge for the year can be reconciled to the profit per the income statement as follows: |              |              |
| Profit on ordinary activities before taxation  | 44,986       | 48,388       |
| Profit on ordinary activities multiplied by rate of tax 20% (2016: 20%)                      | 8,997        | 9,678        |
| Expenses not deductible for tax  | 21           | 21           |
| Depreciation in excess of capital allowances   | 12           | 15           |
| Taxation on capital gains  | -            | 226          |
| Profit on sale of assets   | -            | (39)         |
| Fair value adjustments   | 204          | (301)        |
| Deferred tax   | (473)        | 83           |
| Sundry adjusting items   | -            | (7)          |
| Taxation attributable to the Company and its subsidiaries                                    | <b>8,761</b> | <b>9,676</b> |

The deferred tax adjustment relates to the change in fair value of investment properties.

# Notes to the Consolidated Financial Statements continued

for the year ended 31 March 2017

## 10. DIVIDENDS

On 15 August 2016, a dividend of 100p per share (2015: 175p per share) was paid to the Shareholders. On 27 March 2017 a dividend of 200p per share (2016: 200p per share) was paid to the Shareholders. This resulted in total dividends paid in the year of £11.7 million (2016: £14.6 million).

In respect of the current year, the Directors propose that a final dividend of 100p per share will be paid to the Shareholders on 14 August 2017. This dividend is subject to approval by the Shareholders at the Annual General Meeting and has not been included as a liability in these financial statements.

The proposed final dividend for 2017 is payable to all Shareholders on the Register of Members on 14 July 2017. The total estimated final dividend to be paid is £3.89 million.

## 11. EARNINGS PER SHARE

|   | 2017<br>£000 | 2016<br>£000 |
|---|--------------|--------------|
| The calculations of earnings per share are based on the following profits and number of shares: |              |              |
| Net profit for financial year (basic and fully diluted)   | 36,225       | 38,712       |
| Weighted average number of Ordinary Shares for basic and fully diluted earnings per share       | 3,899,014    | 3,899,014    |
| Basic and diluted earnings per share  | 929.1p       | 992.9p       |

The Company has no dilutive potential Ordinary Shares.

## 12. PROPERTY, PLANT AND EQUIPMENT

|                         | Freehold<br>property<br>£000 | Fixtures<br>and fittings<br>£000 | Computer<br>equipment<br>£000 | Total<br>£000 |
|-------------------------|------------------------------|----------------------------------|-------------------------------|---------------|
| <b>Cost</b>             |                              |                                  |                               |               |
| At 1 April 2016         | 2,671                        | 115                              | 20                            | 2,806         |
| Additions               | –                            | 1                                | –                             | 1             |
| Disposals               | –                            | (67)                             | –                             | (67)          |
| <b>At 31 March 2017</b> | <b>2,671</b>                 | <b>49</b>                        | <b>20</b>                     | <b>2,740</b>  |
| <b>Depreciation</b>     |                              |                                  |                               |               |
| At 1 April 2016         | 807                          | 78                               | 10                            | 895           |
| Charge for the year     | 53                           | 21                               | 5                             | 79            |
| On disposals            | –                            | (67)                             | –                             | (67)          |
| <b>At 31 March 2017</b> | <b>860</b>                   | <b>32</b>                        | <b>15</b>                     | <b>907</b>    |
| <b>Net book value</b>   |                              |                                  |                               |               |
| At 31 March 2016        | 1,864                        | 37                               | 10                            | 1,911         |
| <b>At 31 March 2017</b> | <b>1,811</b>                 | <b>17</b>                        | <b>5</b>                      | <b>1,833</b>  |

Property, plant and equipment are located within the UK.



## 12. PROPERTY, PLANT AND EQUIPMENT CONTINUED

|                         | Freehold<br>property<br>£000 | Fixtures<br>and fittings<br>£000 | Computer<br>equipment<br>£000 | Total<br>£000 |
|-------------------------|------------------------------|----------------------------------|-------------------------------|---------------|
| <b>Cost</b>             |                              |                                  |                               |               |
| At 1 April 2015         | 2,671                        | 289                              | 20                            | 2,980         |
| Additions               |                              | 16                               | –                             | 16            |
| Disposals               |                              | (190)                            | –                             | (190)         |
| <b>At 31 March 2016</b> | <b>2,671</b>                 | <b>115</b>                       | <b>20</b>                     | <b>2,806</b>  |
| <b>Depreciation</b>     |                              |                                  |                               |               |
| At 1 April 2015         | 754                          | 213                              | 5                             | 972           |
| Charge for the year     | 53                           | 55                               | 5                             | 113           |
| On disposals            | –                            | (190)                            | –                             | (190)         |
| <b>At 31 March 2016</b> | <b>807</b>                   | <b>78</b>                        | <b>10</b>                     | <b>895</b>    |
| <b>Net book value</b>   |                              |                                  |                               |               |
| At 31 March 2015        | 1,917                        | 76                               | 15                            | 2,008         |
| <b>At 31 March 2016</b> | <b>1,864</b>                 | <b>37</b>                        | <b>10</b>                     | <b>1,911</b>  |

Property, plant and equipment are located within the UK.

## 13. INVESTMENT PROPERTIES

|   | 2017<br>£000  | 2016<br>£000  |
|---|---------------|---------------|
| Fair value at 1 April 2016/(2015)                 | 29,448        | 29,399        |
| Subsequent expenditure                            | 313           | 48            |
| Disposals   | –             | (1,503)       |
| (Decrease)/Increase in fair value during the year | (1,020)       | 1,504         |
| <b>At 31 March 2017/(2016)</b>                    | <b>28,741</b> | <b>29,448</b> |

The sales of investments properties are not included in the Group Revenue.

There were no disposals during the financial year, (2016: £1.7 million; the difference between the sales price of £1.7 million and the market fair value of £1.503 million resulted in a gain of £197,000 and this was shown in the Consolidated Income Statement as a separate item in March 2016).

The realised gains on sales are transferred to Reserves in the Group accounts.

### Louise Goodwin Limited and A.L.G. Properties Limited

The companies' freehold properties were valued on 31 March 2017 by an external valuer Jeremy Mayhew – Sanders MRICS of Allsop LLP. The valuations are in accordance with the requirements of the RICS Valuation – Professional Standards – Global and UK Edition, 2014 as amended. The properties are all held for investment and Market Values are on the basis that the properties would be sold subject to any existing leases and tenancies. The valuer's opinion of Market Value was primarily derived using comparable recent market transactions on arm's length terms.

Allsop LLP has undertaken work for Mountview Estates P.L.C. for in excess of 20 years including acquisitions, disposals and valuations.

# Notes to the Consolidated Financial Statements continued

for the year ended 31 March 2017

## 13. INVESTMENT PROPERTIES CONTINUED

In relation to Allsop LLP's preceding financial year, the proportion of the total fees payable by Mountview Estates P.L.C. to the total fee income of Allsop LLP was less than 5% which is regarded by the RICS as negligible.

The aggregate Market Value of the Company's interests in its investment portfolios was:

### LOUISE GOODWIN LIMITED

- Freehold: £25,506,000 (Twenty-five million, and five hundred and six thousand pounds).

### A.L.G. PROPERTIES LIMITED

- Freehold: £3,235,000 (Three million, two hundred and thirty-five thousand pounds).

Information relating to the basis of valuation of investment properties and the judgements and assumption adopted by management is set out in Note 2(s) "Critical accounting judgements and key areas of estimation uncertainty".

A negative revaluation of £1.020 million has arisen on valuation of investment properties to Market Value as at 31 March 2017 (2016: surplus of £1.504 million) and this has been taken to the Income Statement.

The Directors are of the opinion that the Fair Value equates to the Market Value.

## 14. INVESTMENTS

### FIXED ASSET INVESTMENTS

These represent the cost of shares in the following wholly owned subsidiary undertakings, which are incorporated and operate in England and Wales. Their results are consolidated in the accounts of the Group, for the period during which they are subsidiary undertakings.

|                                     | Principal activity  | Cost<br>2016<br>2017<br>£000 |
|-------------------------------------|---------------------|------------------------------|
| Hurstway Investment Company Limited | Property trading    | 1                            |
| Louise Goodwin Limited              | Property investment | 15,351                       |
| A.L.G. Properties Limited           | Property investment | 2,924                        |
|                                     |                     | 18,276                       |

## 15. INVENTORIES OF TRADING PROPERTIES

|                        | 2017<br>£000 | 2016<br>£000 |
|------------------------|--------------|--------------|
| Residential properties | 347,380      | 334,108      |

The Company's freehold and long leasehold interests in its portfolio of properties held as Trading Stock were valued on 30 September 2014 at £665,866,266 (Six hundred and sixty-five million, eight hundred and sixty-six thousand, two hundred and sixty-six pounds) by an External Valuer, Martin Angel FRICS of Allsop LLP. The valuation showed a spectacular increase in the value of our trading stock, but to a large degree this was because we held the stock over an extended period of years. The individual values were not finely accurate, even though we have no reason to doubt the overall total of the valuation. Thus the valuation is not a useful tool for running the business because we are always going to await vacant possession, and no perceived uplift in value can justify selling a tenanted property. The nature of our business and the rules and conventions under which we operate place no obligation upon us to value our trading stock at any given time. Our conservative gearing lets us take the long-term view and any valuation within less than five years would serve little purpose, and would be a disproportionate expense. See Note 4.

## 16. TRADE AND OTHER RECEIVABLES

|                                | 2017<br>£000 | 2016<br>£000 |
|--------------------------------|--------------|--------------|
| Trade receivables              | 296          | 258          |
| Prepayments and accrued income | 1,317        | 1,462        |
|                                | 1,613        | 1,720        |

The Directors consider that the carrying amount of trade and other receivables approximates their fair value.

There are no bad or doubtful debts at the year end. There are no material debts past due, and there are no financial assets that are impaired.

## 17. TRADE AND OTHER PAYABLES

|                                       | 2017<br>£000 | 2016<br>£000 |
|---------------------------------------|--------------|--------------|
| Trade creditors                       | 1,472        | 1,072        |
| Other taxes and social security costs | 249          | 377          |
| Other creditors                       | 230          | 1,551        |
|                                       | 1,951        | 3,000        |

The Directors consider that the carrying amount of trade and other payables approximates their fair value.

# Notes to the Consolidated Financial Statements continued

for the year ended 31 March 2017

## 18. BANK OVERDRAFTS AND LOANS

|                 | 2017<br>£000  | 2016<br>£000  |
|-----------------|---------------|---------------|
| Bank overdrafts | 2,162         | 3,625         |
| Bank loans      | 29,000        | 39,700        |
| Other loans     | 880           | –             |
|                 | <b>32,042</b> | <b>43,325</b> |

## CASH AND CASH EQUIVALENTS

|  | 2017<br>£000   | 2016<br>£000   |
|--|----------------|----------------|
| Bank overdrafts                          | (2,162)        | (3,625)        |
| Cash                                     | 825            | 1,706          |
| Cash and cash equivalents as at 31 March | <b>(1,337)</b> | <b>(1,919)</b> |

Maturity profile of financial liabilities at 31 March 2017 was as follows:

|  | 2017<br>£000   | 2016<br>£000   |
|--|----------------|----------------|
| Amounts repayable:   |                |                |
| In one year or less  | 3,042          | 3,625          |
| Between one and five years   | 29,000         | 39,700         |
|  | <b>32,042</b>  | <b>43,325</b>  |
| Less: amount due for settlement within 12 months (shown under current liabilities) | <b>(3,042)</b> | <b>(3,625)</b> |
| Amount due for settlement after 12 months  | <b>29,000</b>  | <b>39,700</b>  |

## 18. BANK OVERDRAFTS AND LOANS CONTINUED

The average interest rates paid were as follows:

|                 | 2017<br>£000 | 2016<br>£000 |
|-----------------|--------------|--------------|
| Bank overdrafts | 1.93%        | 2.10%        |
| Bank loans      | 2.37%        | 2.53%        |
| Other loans     | 0.5%         | 1.0%         |

The Directors consider that the carrying amount of bank overdrafts and loans approximates their fair value.

The other principal features of the Group's borrowings are as follows.

- The Group has short-term borrowing facilities of £10 million (2016: £10 million) with Barclays Bank. These are due for review in November 2017 and the rate of interest payable is:
  - 1.6% over base rate on overdraft
  - Headroom of this facility at 31 March 2017 amounted to £7.8 million (2016: £6.4 million).
- The Group has a £60 million (2016: £60 million) long-term revolving loan facility with Barclays Bank with a termination date of December 2018. The rate of interest payable on the loan is 1.8% above LIBOR. The loan is secured by a cross guarantee between Mountview Estates P.L.C. and its subsidiaries. The loan is not repayable by instalments. Headroom under this facility at 31 March 2017 amounted to £38 million (2016: £36.5 million).
- The Group has a £20 million (2016: £20 million) long-term revolving loan facility with HSBC Bank. The termination date for this facility is November 2019. The rate of interest payable on the loan is 2.25% above LIBOR. The loan includes a Negative Pledge. The loan is not repayable by instalments. As at 31 March 2017 headroom under this facility amounted to £13.0 million (2016: £3.8 million).
- Other loans which were repaid during the year consisted of loans from connected persons, and companies of which Mr D.M. Sinclair is a Director. The balance outstanding as at 31 March 2017 was £880,000 (2016: nil).
  - Interest payable on these loans was at 0.25% above Barclays Bank PLC base rate.

# Notes to the Consolidated Financial Statements continued

for the year ended 31 March 2017

## 19. DEFERRED TAX

### ANALYSIS FOR FINANCIAL REPORTING PURPOSES

|                          | 2017<br>£000 | 2016<br>£000 |
|--------------------------|--------------|--------------|
| Deferred tax liabilities | 4,869        | 5,342        |
| Net position at 31 March | 4,869        | 5,342        |

The movement for the year in the Group's net deferred tax position was as follows:

|                                       | 2017<br>£000 | 2016<br>£000 |
|---------------------------------------|--------------|--------------|
| At 1 April                            | 5,342        | 5,259        |
| (Credit)/Debit to income for the year | (473)        | 83           |
| At 31 March                           | 4,869        | 5,342        |

The following are in deferred tax liabilities recognised by the Group and movements thereon during the period:

### REVALUATION OF PROPERTIES

|                                       | 2017<br>£000 | 2016<br>£000 |
|---------------------------------------|--------------|--------------|
| At 1 April                            | 5,342        | 5,259        |
| (Credit)/Debit to income for the year | (473)        | 83           |
| At 31 March                           | 4,869        | 5,342        |

## 20. FINANCIAL INSTRUMENTS

### FAIR VALUE OF FINANCIAL ASSETS

The Group's financial assets at the year end consist of trade receivables and cash at bank and in hand of £825,000 (2016: £1.706 million).

The Directors consider that the carrying amount of cash at bank and in hand approximates their fair value.

The trade receivables amounted to £1.613 million (2016: £1.720 million).

The Directors consider that the carrying amount of trade receivables approximates their fair value.

### FAIR VALUE OF BORROWINGS

|                                      | 2017<br>£000 | 2016<br>£000 |
|--------------------------------------|--------------|--------------|
| Bank overdrafts and short term loans | 3,042        | 3,625        |
| Secured bank loans                   | 29,000       | 39,700       |
|                                      | 32,042       | 43,325       |

Interest charged in the Income Statement for the above borrowings amounted to £0.82 million (2016: £1.17 million).

The Directors consider that the carrying amount of borrowings approximates their fair value. The details of the terms of the borrowings together with the average interest rates can be seen in Note 18.

As at 31 March 2017 it is estimated that a general increase of 1 point in interest rates would decrease the Group's profit before tax by approximately £320,420 (2016: £433,250).

## 20. FINANCIAL INSTRUMENTS CONTINUED

### UNDISCOUNTED MATURITY PROFILE OF FINANCIAL LIABILITIES

The following table analyses the Group's financial liabilities and derivative financial liabilities at the Balance Sheet date into relevant maturity groupings based on the remaining period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. As the amounts included in the table are the contractual undiscounted cash flows, these amounts will not always equal the amounts disclosed on the Balance Sheet for borrowings, derivative financial instruments, and trade and other payables.

Trade and other payables due within 12 months equal their carrying balances as the impact of discounting is not significant.

| <b>At 31 March 2017</b>               | <b>Less than<br/>1 year<br/>£000</b> | <b>Between<br/>1 and 5 years<br/>£000</b> | <b>Over<br/>5 years<br/>£000</b> | <b>Total<br/>£000</b> |
|---------------------------------------|--------------------------------------|---|----------------------------------|-----------------------|
| Interest bearing loans and borrowings | 3,042                                | 29,000                                    | –                                | 32,042                |
| Trade and other payables              | 1,951                                | –   | –                                | 1,951                 |

| <b>At 31 March 2016</b>               | <b>Less than<br/>1 year<br/>£000</b> | <b>Between<br/>1 and 5 years<br/>£000</b> | <b>Over<br/>5 years<br/>£000</b> | <b>Total<br/>£000</b> |
|---------------------------------------|--------------------------------------|---|----------------------------------|-----------------------|
| Interest bearing loans and borrowings | 3,625                                | 39,700                                    | –                                | 43,325                |
| Trade and other payables              | 3,000                                | –   | –                                | 3,000                 |

### RECONCILIATION OF MATURITY ANALYSIS

| <b>At 31 March 2017</b>                            | <b>Less than<br/>1 year<br/>£000</b> | <b>Between<br/>1 and 5 years<br/>£000</b> | <b>Over<br/>5 years<br/>£000</b> | <b>Total<br/>£000</b> |
|--|--------------------------------------|---|----------------------------------|-----------------------|
| Interest bearing loans and borrowings per accounts | 3,042                                | 29,000                                    | –                                | 32,042                |
| Interest   | 40                                   | 1,243                                     | –                                | 1,283                 |
| Financial liability cash flows as above            | 3,082                                | 30,243                                    | –                                | 33,325                |

| <b>At 31 March 2016</b>                            | <b>Less than<br/>1 year<br/>£000</b> | <b>Between<br/>1 and 5 years<br/>£000</b> | <b>Over<br/>5 years<br/>£000</b> | <b>Total<br/>£000</b> |
|--|--------------------------------------|---|----------------------------------|-----------------------|
| Interest bearing loans and borrowings per accounts | 3,625                                | 39,700                                    | –                                | 43,325                |
| Interest   | 76                                   | 3,113                                     | –                                | 3,189                 |
| Financial liability cash flows as above            | 3,701                                | 42,813                                    | –                                | 46,514                |

# Notes to the Consolidated Financial Statements continued

for the year ended 31 March 2017

## 21. CALLED UP SHARE CAPITAL

|   | 2017<br>£000 | 2016<br>£000 |
|---|--------------|--------------|
| <b>Authorised:</b>                      |              |              |
| 5,000,000 Ordinary Shares of 5p each    | 250          | 250          |
| <b>Allotted, issued and fully paid:</b> |              |              |
| 3,899,014 Ordinary Shares of 5p each    | 195          | 195          |

## 22. OTHER RESERVES

|                            | 2017<br>£000 | 2016<br>£000 |
|----------------------------|--------------|--------------|
| Capital reserve            | 25           | 25           |
| Capital redemption reserve | 55           | 55           |
| Other reserves             | 56           | 56           |
|                            | <b>136</b>   | <b>136</b>   |

Capital redemption reserve relates to buy-back of the Company's own shares.

The Group does not maintain insurance cover against other risks except where several properties are located in close physical vicinity. A reserve is maintained to deal with such non-insured risks and at 31 March 2017 stood at £56,000 (2016: £56,000).

## 23. RETAINED EARNINGS

|                                 | £000           |
|---------------------------------|----------------|
| Balance at 1 April 2016         | 311,421        |
| Net profit for the year         | 36,225         |
| Dividends paid                  | (11,698)       |
| <b>Balance at 31 March 2017</b> | <b>335,948</b> |



## 24. RELATED PARTY TRANSACTIONS

1. During the financial year there were no key management personnel emoluments, other than remuneration.
2. (a) Mountview Estates P.L.C. provides general management and administration services to Ossian Investors Limited and Sinclair Estates Limited, companies of which Mr D.M. Sinclair is a Director. Fees of £40,180 (2016: £36,493) were charged for these services.
  - (b) Included within other loans repayable in less than one year and on demand was a loan from Sinclair Estates Limited. The balance outstanding at the balance sheet date was £830,000 (2016: £nil). Interest was payable on the loan at a rate of 0.25% above Barclays Bank PLC base rate. Interest paid in the year on this loan amounted to £1,723 (2016: £422).
  - (c) Included within other loans repayable in less than one year and on demand was a loan from Ossian Investors Limited. The balance outstanding at the balance sheet date was £50,000 (2016: £nil). Interest was payable on the loan at a rate of 0.25% above Barclays Bank PLC base rate. Interest paid in the year on this loan amounted to £28 (2016: £331).
  - (d) All of the above loans are unsecured.
  - (e) Transactions between the Group and its subsidiaries, which are related parties, have been eliminated on consolidation and have not been disclosed in this note.
  - (f) The only key management are the Directors.

## 25. OPERATING LEASE COMMITMENTS

The future aggregate minimum lease payments payable by the Group under non-cancellable operating leases are as follows:

|   | 2017<br>£000 | 2016<br>£000 |
|---|--------------|--------------|
| Operating lease payments due:                     |              |              |
| Not later than one year                           | 34           | 31           |
| Later than one year and not later than five years | 30           | 20           |
|   | <b>64</b>    | <b>51</b>    |

# *Independent Auditors' Report*

to the members of Mountview Estates P.L.C.

We have audited the Group Financial Statements of Mountview Estates P.L.C. for the year ended 31 March 2017, which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Statement of Consolidated Cash Flows and the related Notes 1 to 25. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

This report is made solely for 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 purposes. 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 AUDITORS**

As explained more fully in the Statement of Directors' Responsibilities set out on page 17, the Directors are responsible for the preparation of the Group 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 Group 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.

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

## **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 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 Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is 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 with the audited financial statements we consider the implications for our report.

## **OPINION ON FINANCIAL STATEMENTS**

In our opinion the Group Financial Statements:

- give a true and fair view of the state of the Group's affairs as at 31 March 2017 and of the Group profit for the year then ended;
- have been properly prepared in accordance with IFRS as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006 and Article 4 of the IAS Regulation.

## **OUR ASSESSMENT OF RISKS OF MATERIAL MISSTATEMENT**

We identified the following risks that we believed would have the greatest impact on our overall strategy; the allocation of resources in the audit; and directing the efforts of the engagement team:

- Revenue recognition;
- Valuation of investment and trading properties; and
- Risk of fraud and management override.

## OUR APPLICATION OF MATERIALITY

We determined materiality for the Group to be £3.4 million, which is approximately 1% of gross assets. This provided a basis for determining the nature, timing and extent of risk assessment procedures, identifying and assessing the risk of material misstatements and determining the nature, timing and extent of further audit procedure.

We concluded that determining materiality based on gross assets was more consistent with industry peers and appropriately reflects the nature of the business.

In addition, we applied lower materiality of £738k to the specific income statement items which depict the trading performance of the Group. We believe misstatement of these specific income statement items of a lesser amount than materiality for the financial statements as a whole could reasonably be expected to influence the Company's members' assessment of the financial performance of the Group.

We agreed with the Audit Committee that we would report to them corrected and uncorrected differences in excess of 5% of the materiality level, as well as differences below that threshold that in our view warranted reporting on qualitative grounds.

## AN OVERVIEW OF THE SCOPE OF OUR AUDIT

The Group reports its operating results and financial position along two business lines, being UK residential trading properties and UK residential investment properties. The Parent Company and all three subsidiaries are audited by BSG Valentine. The accounting books and records for all business lines are located at the Group's head office in North London.

In our audit we tested and examined information, using sampling and other techniques, to the extent we considered necessary to provide a reasonable basis for us to draw conclusions. We obtained audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

The principal ways in which we responded to the risks identified above included:

### REVENUE RECOGNITION

Our testing of revenue transactions focused on understanding whether cash had been received and reading extracts of the related contracts – for example a property sale completion statement or a rental contract.

We have reviewed a sample of completion statements to income received from sale of properties and a sample of rental agreements to rental income receivable. We also reviewed rental income stream for a sample of properties in inventories.

### VALUATION OF INVESTMENT AND TRADING PROPERTIES

For investment properties we checked that the property database information supplied to external valuers by management was consistent with the underlying property records held by the Group and tested during our audit.

Our assessment of the net realisable value of trading properties held as inventories focused on the critical accounting assumptions disclosed in Note 2 to the Financial Statements. In addition, we reviewed recent comparable market data.

### RISK OF FRAUD AND MANAGEMENT OVERRIDE

Procedures included analytical procedures and journal entry testing in order to identify and address the risk of management override of controls. We designed testing procedures and thresholds for all balances in such a way as to ensure that the risk of fraud and error is mitigated. We also examined accounting estimates relevant to the Financial Statements.

# *Independent Auditors' Report* continued

to the members of Mountview Estates P.L.C.

## OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion:

- The part of the Directors Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

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

- The information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- The Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

## MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following.

Under the ISAs (UK and Ireland), we are required to report to you if, in our opinion, information in the Annual Report is:

- materially inconsistent with the information in the audited financial statements; or
- apparently materially incorrect based on, or materially inconsistent with, our knowledge of the Group acquired in the course of performing our audit; or
- is otherwise misleading.

In particular, we are required to consider whether we have identified any inconsistencies between our knowledge acquired during the audit and the Directors' statement that they consider the Annual Report is fair, balanced and understandable and whether the Annual Report appropriately discloses those matters that we communicated to the Audit Committee which we consider should have been disclosed.

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

- 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.

Under the Listing Rules we are required to review:

- the Directors' statement set out on pages 15 and 11 in relation to going concern and longer term viability;
- the part of the Corporate Governance Statement relating to the Company's compliance with the eleven provisions of the UK Corporate Governance Code specified for our review; and
- certain elements of the Report to the Shareholders by the Board on Directors' remuneration.

## OTHER MATTERS

We have reported separately on the Parent Company financial statements of Mountview Estates P.L.C. for the year ended 31 March 2017.

**Athanasios Athanasiou (Senior Statutory Auditor)**

for and on behalf of BSG Valentine  
Chartered Accountants and Statutory Auditors  
London, United Kingdom  
13 July 2017

# Company Balance Sheet under UK GAAP

for the year ended 31 March 2017

|   | Notes | 31 March<br>2017<br>£000 | 31 March<br>2016<br>£000 |
|---|-------|--------------------------|--------------------------|
| <b>Fixed assets</b>                                     |       |                          |                          |
| Tangible assets   | 4     | 1,816                    | 1,875                    |
| Investments   | 5     | 18,276                   | 18,276                   |
|   |       | 20,092                   | 20,151                   |
| <b>Current assets</b>                                   |       |                          |                          |
| Stocks  | 6     | 318,430                  | 305,158                  |
| Debtors   | 7     | 3,791                    | 5,889                    |
| Cash at bank and in hand                                |       | 595                      | 1,619                    |
|   |       | 322,816                  | 312,666                  |
| Creditors: amounts falling due within one year          | 8     | (17,325)                 | (18,966)                 |
| <b>Net current assets</b>                               |       | 305,491                  | 293,700                  |
| <b>Total assets less current liabilities</b>            |       | 325,583                  | 313,851                  |
| Creditors: amounts falling due after more than one year | 9     | (29,000)                 | (39,700)                 |
|   |       | 296,583                  | 274,151                  |
| <b>Capital and reserves</b>                             |       |                          |                          |
| Called up share capital                                 | 12    | 195                      | 195                      |
| Capital redemption reserve                              | 13    | 55                       | 55                       |
| Capital reserve   | 13    | 25                       | 25                       |
| Other reserves  | 13    | 39                       | 39                       |
| Profit and loss account                                 | 14    | 296,269                  | 273,837                  |
|   |       | 296,583                  | 274,151                  |

Approved by the Board on 13 July 2017.

D.M. Sinclair      M.M. Bray  
Chief Executive    Director

# Company Cash Flow under UK GAAP

for the year ended 31 March 2017

|  | Year ended<br>31 March<br>2017<br>£000 | Year ended<br>31 March<br>2016<br>£000 |
|--|--|--|
| <b>Cash Flows from Operating Activities</b>          |  |  |
| Profit from operations                               | 34,130                                 | 32,720                                 |
| <i>Adjustments for:</i>                              |  |  |
| Depreciation   | 59                                     | 90                                     |
| Interest payable and similar charges                 | 819                                    | 1,179                                  |
| Tax on profit on ordinary activities                 | 8,571                                  | 8,207                                  |
| Accrued expenses/(income)                            | 23                                     | 254                                    |
| <i>Changes in:</i>                                   |  |  |
| Stocks   | (13,272)                               | 1,931                                  |
| Trade and other debtors                              | 2,098                                  | (4,142)                                |
| Trade and other creditors                            | (1,066)                                | 427                                    |
| Cash generated from operations                       | 31,362                                 | 40,666                                 |
| Interest paid  | (819)                                  | (1,179)                                |
| Tax paid   | (8,405)                                | (4,767)                                |
| Net cash from operating activities                   | 22,138                                 | 34,720                                 |
| <b>Cash Flows from Financing Activities</b>          |  |  |
| Proceeds from borrowings                             | (9,820)                                | (20,725)                               |
| Proceeds from loans from Group undertakings          | (181)                                  | (2,146)                                |
| Dividends paid                                       | (11,698)                               | (14,621)                               |
| Net cash used in financing activities                | (21,699)                               | (37,492)                               |
| Net increase/(decrease) in cash and cash equivalents | 439                                    | (2,772)                                |
| Cash and cash equivalents at beginning of the year   | (2,006)                                | 766                                    |
| Cash and cash equivalents at end of year             | (1,567)                                | (2,006)                                |

# Notes to the Financial Statements under UK GAAP

for the year ended 31 March 2017

## 1. STATEMENT OF COMPLIANCE

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

## 2. ACCOUNTING POLICIES

### BASIS OF PREPARATION

The financial statements have been prepared on the historical cost basis.

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

### REVENUE RECOGNITION

Turnover includes proceeds of sales of properties, rents from properties which are held as trading stock, or investment and any other sundry items of revenue before charging expenses.

Sales of properties are recognised on completion.

### INCOME TAX

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

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

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

### OPERATING LEASES

Lease payments are recognised as an expense over the lease term on a straight-line basis. The aggregate benefit of lease incentives is recognised as a reduction to expense over the lease term, on a straight-line basis.

### TANGIBLE ASSETS

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

An increase in the carrying amount of an asset as a result of a revaluation is recognised in other comprehensive income and accumulated in equity, except to the extent it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A decrease in the carrying amount of an asset as a result of revaluation is recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in equity in respect of that asset. Where a revaluation decrease exceeds the accumulated revaluation gains accumulated in equity in respect of that asset, the excess shall be recognised in profit or loss.

# Notes to the Financial Statements under UK GAAP continued

for the year ended 31 March 2017

## 2. ACCOUNTING POLICIES CONTINUED

### DEPRECIATION

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

|                       |                     |
|-----------------------|---------------------|
| Freehold property     | – 2% straight-line  |
| Fixtures and fittings | – 20% straight-line |
| Computer equipment    | – 25% straight-line |

### INVESTMENTS

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

### IMPAIRMENT OF FIXED ASSETS

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

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

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

### STOCKS

These comprise residential properties, all of which are held for resale and are valued at the lower of cost and estimated net realisable value. Cost to the Group includes legal fees and commission charges incurred during acquisition together with improvement costs. Net realisable value is the net sale proceeds which the Group expects on sale of the property with vacant possession in its current condition.

### DEFINED CONTRIBUTION PLANS

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

### CRITICAL ACCOUNTING JUDGEMENTS AND KEY AREAS OF ESTIMATION UNCERTAINTY

#### Going concern

The Directors are required to make an assessment of the Company's ability to continue to trade as a going concern.

The two main considerations were as follows:

#### 1. Refinancing of banking facilities

The Company has a £20 million (2016: £20 million) revolving loan facility with HSBC Bank. The termination date is November 2019.

The Company has a £60 million (2016: £60 million) revolving loan facility with Barclays Bank. The term termination date of this facility is December 2018.



## 2. ACCOUNTING POLICIES CONTINUED

### 2. Covenant compliance

The core facility has two covenants, Consolidated Gross Borrowing to Consolidated Net Tangible Assets ratio, and interest cover ratio. The Company has remained well within both of these covenants during the year.

On this basis, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

### Carrying value of trading stock

The Company's residential trading stock is carried in the balance sheet at the lower of cost and net realisable value.

As the Company's business model is to sell trading stock on vacancy, net realisable value is the net sales proceeds which the Company expects on sale of a property with vacant possession.

### Inventory expected to be settled in more than 12 months

The Board estimates that inventory of £19.4 million will be settled within the next 12 months, with the remaining inventory value expected to be settled in more than 12 months. This estimation is based on the average cost of sales of inventory over the last three year period. Mountview's business, historic and current has involved the purchase for sale of residential properties subject to regulated tenancies, such properties being sold when vacant possession is obtained.

Regular tenancies by their nature are not for any specific period of time and in most cases they do not become vacant until the death of the tenant.

It is difficult to predict with any certainty the time at which Mountview's inventory properties might become vacant.

## 3. STAFF COSTS (INCLUDING DIRECTORS)

|                       | 2017<br>£000 | 2016<br>£000 |
|-----------------------|--------------|--------------|
| Wages and salaries    | 3,295        | 3,070        |
| Social security costs | 415          | 377          |
| Pension costs         | 37           | 184          |
|                       | <b>3,747</b> | <b>3,631</b> |

### DIRECTORS' REMUNERATION

|   | 2017<br>£000 | 2016<br>£000 |
|---|--------------|--------------|
| Total Directors' remuneration including salary, bonuses, benefits in kind and pensions contributions amounted to: | 1,912        | 1,748        |

The details of Directors' remuneration are shown in the audited section of the Remuneration Report on pages 24 to 32.

The Company contributes 3% of the total annual gross salaries and bonuses of each employee to a Stakeholder Pension Scheme.

The average monthly number of employees during the year was as follows:

|                       | 2017 | 2016 |
|-----------------------|------|------|
| Office and management | 27   | 26   |

# Notes to the Financial Statements under UK GAAP continued

for the year ended 31 March 2017

## 4. TANGIBLE ASSETS

|                         | Freehold<br>property<br>£000 | Fixtures<br>and fittings<br>£000 | Computer<br>equipment<br>£000 | Total<br>£000 |
|-------------------------|------------------------------|----------------------------------|-------------------------------|---------------|
| <b>Cost</b>             |                              |                                  |                               |               |
| At 1 April 2016         | 2,671                        | 16                               | 20                            | 2,707         |
| Additions               | –                            | –                                | –                             | –             |
| Disposals               | –                            | (16)                             | –                             | (16)          |
| <b>At 31 March 2017</b> | <b>2,671</b>                 | <b>–</b>                         | <b>20</b>                     | <b>2,691</b>  |
| <b>Depreciation</b>     |                              |                                  |                               |               |
| At 1 April 2016         | 807                          | 15                               | 10                            | 832           |
| Charge for the year     | 53                           | 1                                | 5                             | 59            |
| On disposals            | –                            | (16)                             | –                             | (16)          |
| <b>At 31 March 2017</b> | <b>860</b>                   | <b>–</b>                         | <b>15</b>                     | <b>875</b>    |
| <b>Net book value</b>   |                              |                                  |                               |               |
| At 31 March 2016        | 1,864                        | 1                                | 10                            | 1,875         |
| <b>At 31 March 2017</b> | <b>1,811</b>                 | <b>–</b>                         | <b>5</b>                      | <b>1,816</b>  |

All tangible assets of the Company are located within the UK.

## 5. INVESTMENTS

|                                   | Shares<br>in Group<br>undertakings<br>£000 |
|-----------------------------------|--|
| <b>Cost</b>                       |  |
| At 1 April 2016 and 31 March 2017 | 18,276                                     |
| <b>Impairment</b>                 |  |
| At 1 April 2016 and 31 March 2017 | –  |
| <b>Carrying amount</b>            |  |
| At 31 March 2017                  | 18,276                                     |
| <b>Subsidiaries</b>               |  |

The Company owns 100% of the Ordinary Share capital of the following companies:

| Subsidiary undertaking              | Country of<br>incorporation | Principal activity  |
|-------------------------------------|-----------------------------|---------------------|
| Hurstway Investment Company Limited | UK                          | Property trading    |
| Louise Goodwin Limited              | UK                          | Property investment |
| A.L.G. Properties Limited           | UK                          | Property investment |

## 6. STOCKS

|                        | 2017<br>£000 | 2016<br>£000 |
|------------------------|--------------|--------------|
| Residential properties | 318,430      | 305,158      |

## 7. DEBTORS: DUE WITHIN ONE YEAR

|                                    | 2017<br>£000 | 2016<br>£000 |
|------------------------------------|--------------|--------------|
| Trade debtors                      | 184          | 164          |
| Amounts owed by Group undertakings | 2,355        | 4,321        |
| Prepayments and accrued income     | 1,252        | 1,404        |
|                                    | <b>3,791</b> | <b>5,889</b> |

## 8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

|                                       | 2017<br>£000  | 2016<br>£000  |
|---------------------------------------|---------------|---------------|
| Bank loans and overdrafts             | 2,162         | 3,625         |
| Amounts owed to Group undertakings    | 7,436         | 7,617         |
| Accruals and deferred income          | 1,425         | 1,405         |
| Corporation Tax                       | 4,944         | 4,774         |
| Other taxes and social security costs | 249           | 238           |
| Other creditors                       | 229           | 1,307         |
| Other loans                           | 880           | –             |
|                                       | <b>17,325</b> | <b>18,966</b> |

Other loans consist of loans from connected persons. Interest payable on these loans was at 0.25% above Barclays Bank PLC base rate.

# Notes to the Financial Statements under UK GAAP continued

for the year ended 31 March 2017

## 9. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

|            | 2017<br>£000  | 2016<br>£000  |
|------------|---------------|---------------|
| Bank loans | 29,000        | 39,700        |
|            | <b>29,000</b> | <b>39,700</b> |

Maturity profile of financial liabilities at 31 March 2017 was as follows:

|                            | 2017<br>£000  | 2016<br>£000  |
|----------------------------|---------------|---------------|
| Amounts repayable:         |               |               |
| Between one and five years | 29,000        | 39,700        |
|                            | <b>29,000</b> | <b>39,700</b> |

The Directors consider that the carrying amount of bank overdrafts and loans approximates their fair value.

The other principal features of the Company's borrowings are as follows.

1. The Company has short-term borrowing facilities of £10 million with Barclays Bank. These are due for review in November 2017 and the rate of interest payable is:

- 1.6% over base rate on overdraft.

Headroom of this facility at 31 March 2017 amounted to £7.8 million (2016: £6.4 million).

2. The Company has a £60 million (2016: £60 million) long-term revolving loan facility with Barclays Bank with a termination date of December 2018. The rate of interest payable on the loan is 1.8% above LIBOR. The loan is secured by a cross guarantee between Mountview Estates P.L.C. and its subsidiaries. The loan is not repayable by instalments. Headroom under this facility at 31 March 2017 amounted to £38 million (2016: £36.5 million).
3. The Company has a £20 million (2016: £20 million) long-term revolving loan facility with HSBC Bank. The termination date for this facility is November 2019. The rate of interest payable on the loan is 2.25% above LIBOR. The loan includes a Negative Pledge. The loan is not repayable by instalments. As at 31 March 2017 headroom under this facility amounted to £13.0 million (2016: £3.8 million).
4. Other loans which were repaid during the year consisted of loans from connected persons, and companies of which Mr D.M. Sinclair is a Director. The balance outstanding as at 31 March 2017 was £880,000 (2016: £nil). Interest payable on these loans was at 0.25% above Barclays Bank PLC base rate.

## 10. CASH AND CASH EQUIVALENTS

|  | 2017<br>£000 | 2016<br>£000 |
|--|--------------|--------------|
| Bank overdrafts                          | (2,162)      | (3,625)      |
| Cash                                     | 595          | 1,619        |
| Cash and cash equivalents as at 31 March | (1,567)      | (2,006)      |

Maturity profile of financial liabilities at 31 March 2017 was as follows:

|  | 2017<br>£000 | 2016<br>£000 |
|--|--------------|--------------|
| Amounts repayable:   |              |              |
| In one year or less  | 3,042        | 3,625        |
| Between one and five years   | 29,000       | 39,700       |
|  | 32,042       | 43,325       |
| Less: amount due for settlement within 12 months (shown under current liabilities) | (3,042)      | (3,625)      |
| Amount due for settlement after 12 months  | 29,000       | 39,700       |

## 11. FINANCIAL INSTRUMENTS

### FAIR VALUE OF FINANCIAL ASSETS

The Company's financial assets at the year end consist of trade receivables and cash at bank and in hand of £0.595 million (2016: £1.619 million).

The Directors consider that the carrying amount of cash at bank and in hand approximates their fair value.

The trade receivables amounted to £3.791 million (2016: £5.889 million).

The Directors consider that the carrying amount of trade receivables approximates their fair value.

### FAIR VALUE OF BORROWINGS

|                                      | 2017<br>£000 | 2016<br>£000 |
|--------------------------------------|--------------|--------------|
| Bank overdrafts and short term loans | 3,042        | 3,625        |
| Secured bank loans                   | 29,000       | 39,700       |
|                                      | 32,042       | 43,325       |

Interest charged in the Income Statement for the above borrowings amounted to £0.8 million (2016: £1.17 million).

The Directors consider that the carrying amount of borrowing approximates their fair value. The details of the terms of the borrowings can be seen in Note 9.

As at 31 March 2017 it is estimated that a general increase of 1 point in interest rates would decrease the Company's profit before tax by approximately £320,420 (2016: £433,250).

# Notes to the Financial Statements under UK GAAP continued

for the year ended 31 March 2017

## 12. CALLED UP SHARE CAPITAL

|   | 2017<br>£000 | 2016<br>£000 |
|---|--------------|--------------|
| <b>Authorised:</b>                      |              |              |
| 5,000,000 Ordinary Shares of 5p each    | 250          | 250          |
| <b>Allotted, issued and fully paid:</b> |              |              |
| 3,899,014 Ordinary Shares of 5p each    | 195          | 195          |

## 13. OTHER RESERVES

|                            | 2017<br>£000 | 2016<br>£000 |
|----------------------------|--------------|--------------|
| Capital redemption reserve | 55           | 55           |
| Capital reserve            | 25           | 25           |
| Other reserves             | 39           | 39           |
| Balance at 31 March        | 119          | 119          |

Capital redemption reserve relates to buy-back of the Company's own shares.

The Group does not maintain insurance cover against other risks except where several properties are located in close physical vicinity. A reserve is maintained to deal with such non-insured risks and at 31 March 2017 stood at £39,000 (2016: £39,000).

## 14. PROFIT AND LOSS ACCOUNT

|                         | 2017<br>£000 | 2016<br>£000 |
|-------------------------|--------------|--------------|
| Balance at 1 April      | 273,837      | 255,738      |
| Net profit for the year | 34,130       | 32,720       |
| Dividends paid          | (11,698)     | (14,621)     |
| Balance at 31 March     | 296,269      | 273,837      |

## 15. RELATED PARTY TRANSACTIONS

During the financial year there were no key management personnel emoluments, other than remuneration.

- a. Mountview Estates P.L.C. provides general management and administration services to Ossian Investors Limited and Sinclair Estates Limited, companies of which Mr D.M. Sinclair is a Director. Fees of £40,180 (2016: £36,493) were charged for these services.
- b. Included within other loans repayable in less than one year and on demand was a loan from Sinclair Estates Limited. The balance outstanding at the balance sheet date was £830,000 (2016: £nil). Interest was payable on the loan at a rate of 0.25% above Barclays Bank PLC base rate. Interest paid in the year on this loan amounted to £1,723 (2016: £422).
- c. Included within other loans repayable in less than one year and on demand was a loan from Ossian Investors Limited. The balance outstanding at the balance sheet date was £50,000 (2016: £nil). Interest was payable on the loan at a rate of 0.25% above Barclays Bank PLC base rate. Interest paid in the year on this loan amounted to £28 (2016: £331).
- d. All of the above loans are unsecured.
- e. Transactions between the Group and its subsidiaries, which are related parties, have been eliminated on consolidation and have not been disclosed in this note.
- f. The only key management are the Directors.

## 16. DIRECTOR'S ADVANCE, CREDITS AND GUARANTEES

As at 31 March 2017 the Company owed Mr D.M. Sinclair £24,034 in relation to an informal loan.

## 17. OPERATING LEASE COMMITMENTS

At 31 March 2017 the Company had aggregate annual commitments under non-cancellable operating leases as set out below.

|   | 2017<br>£000 | 2016<br>£000 |
|---|--------------|--------------|
| Operating lease payments due:                     |              |              |
| Not later than one year                           | 34           | 31           |
| Later than one year and not later than five years | 30           | 20           |
|   | <b>64</b>    | <b>51</b>    |

# *Independent Auditors' Report*

to the members of Mountview Estates P.L.C. on the Parent Company Financial Statements

We have audited the Parent Company Financial Statements of Mountview Estates P.L.C. for the year ended 31 March 2017 which comprise the Parent Company Balance Sheet and the related Notes 1 to 17. 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 opinion we have formed.

## **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

As explained more fully in the Statement of Directors' Responsibilities set out on page 17, the Directors are responsible for the preparation of the Parent Company 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 Parent Company 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 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 Annual 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 Parent Company Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2017;
- 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 MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial year for which the Financial Statements are prepared is consistent with the Parent Company Financial Statements.

## 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.

## OTHER MATTER

We have reported separately on the Group Financial Statements of Mountview Estates P.L.C. for the year ended 31 March 2017.

**Athanasios Athanasiou (Senior Statutory Auditor)**

for and on behalf of BSG Valentine  
Chartered Accountants and Statutory Auditors  
London, United Kingdom  
13 July 2017

# Table of Comparative Figures

for the year ended 31 March 2017

|   | IFRS<br>2011<br>£000 | IFRS<br>2012<br>£000 | IFRS<br>2013<br>£000 | IFRS<br>2014<br>£000 | IFRS<br>2015<br>£000 | IFRS<br>2016<br>£000 | As at<br>31 March<br>2017<br>IFRS<br>2017<br>£000 |
|---|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|---|
| Revenue   | 47,655               | 42,931               | 56,646               | 66,150               | 71,331               | 79,765               | <b>78,232</b>                                     |
| Profit before taxation  | 23,560               | 22,805               | 28,928               | 35,394               | 39,976               | 48,388               | <b>44,986</b>                                     |
| Taxation  | 6,589                | 5,350                | 6,783                | 6,952                | 8,159                | 9,676                | <b>8,761</b>                                      |
| Profit after taxation   | 16,971               | 17,455               | 22,145               | 28,442               | 31,817               | 38,712               | <b>36,225</b>                                     |
| Earnings per share  | 435.3p               | 447.7p               | 568.0p               | 729.5p               | 816.0p               | 992.9p               | <b>929.1p</b>                                     |
| Rate of dividend  | 165p                 | 165p                 | 175p                 | 200p                 | 275p                 | 300p                 | <b>300p</b>                                       |
| Cover   | 2.64                 | 2.71                 | 3.25                 | 3.64                 | 2.98                 | 3.31                 | <b>3.17</b>                                       |
| Cost of dividend  | 6,432                | 6,432                | 6,823                | 7,798                | 10,722               | 11,698*              | <b>11,698</b>                                     |
| Total remuneration (including Directors)  | 2,390                | 2,184                | 2,479                | 2,598                | 3,020                | 3,631                | <b>3,747</b>                                      |
| Executive Directors' remuneration   | 1,233                | 1,117                | 1,319                | 1,132                | 1,324                | 1,604                | <b>1,768</b>                                      |
| Total remuneration (including Directors) as a percentage of dividend            | 37.15%               | 33.95%               | 36.33%               | 33.32%               | 28.17%               | 31.04%               | <b>32.03%</b>                                     |
| Cost of Executive Directors' remuneration as a percentage of total remuneration | 51.59%               | 51.14%               | 53.2%                | 43.57%               | 43.84%               | 44.18%               | <b>47.18%</b>                                     |
| Cost of Executive Directors' remuneration as a percentage of dividend           | 19.1%                | 17.3%                | 19.3%                | 14.52%               | 12.35%               | 13.71%               | <b>15.11%</b>                                     |
| Executive Directors' remuneration as a percentage of profit before taxation     | 5.23%                | 4.90%                | 4.56%                | 3.20%                | 3.31%                | 3.31%                | <b>3.93%</b>                                      |

\* The £11.69 million dividend in relation to 2017 is made up of the interim dividend of £7.80 million and the final dividend of £3.89 million, which will be paid on 14 August 2017, subject to approval at the AGM on 9 August 2017.

# Notice of Meeting

Notice is hereby given that the 80th Annual General Meeting of the Members of Mountview Estates P.L.C. (incorporated in England and Wales with registered number 00328020) (the 'Company') will be held at the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ on 9 August 2017 at 11.30 am for the following purposes:

## AS ORDINARY BUSINESS:

1. To receive and consider the Reports of the Directors and the Auditors and the audited Statements of Accounts of the Company for the year ended 31 March 2017.
2. To declare a final dividend of 100 pence per share payable on 14 August 2017 to Shareholders on the register at 14 July 2017.
3. To re-appoint Mrs M.L. Jarvis as a Director of the Company, provided that resolution 8 is passed.
4. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) in the Annual Report and Accounts for the year ended 31 March 2017.
5. To approve the Directors' Remuneration Policy, the full text of which is contained in the Directors' Remuneration Report set out in the Annual Report and Accounts for the year ended 31 March 2017.
6. To re-appoint Messrs BSG Valentine as Auditors of the Company to hold office from the conclusion of the Meeting to the conclusion of the next meeting at which the accounts are laid before the meeting.
7. To authorise the Directors to determine the Auditors' remuneration for the ensuing year.

In accordance with Listing Rule 9.2.2ER notice is also hereby given for the independent Shareholders of the Company only:

8. To re-appoint Mrs M.L. Jarvis as a Director of the Company, provided that resolution 3 is passed.

By Order of the Board

**M.M. Bray**  
Company Secretary

Mountview House  
151 High Street  
Southgate  
London N14 6EW

13 July 2017

# Notice of Meeting continued

## NOTES:

1. A Member who is entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him/her. A proxy need not also be a Member of the Company. If a Member appoints more than one proxy to attend the Meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the Member. If a Member wishes to appoint more than one proxy and so requires additional Forms of Proxy, the Member should contact Capita Asset Services (PXS1), 34 Beckenham Road, Beckenham, Kent, BR3 4ZF.
2. A Form of Proxy is enclosed with this Report and Accounts and should be completed in accordance with the instructions contained therein. Completion and return of the Form of Proxy will not prevent a Member from attending the Meeting and voting in person. To be effective, the Form of Proxy and any power of attorney or other authority under which it is signed (or a notarially certified copy of such authority) must be deposited at the office of the Company's Registrars, Capita Asset Services (PXS1), 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, not later than 48 hours before the time of the Meeting or any adjournment thereof. Amended instructions must also be received by the Company's Registrars by the deadline for receipt of Forms of Proxy.
3. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by no later than 48 hours before the time of the Meeting or any adjournment thereof. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001 (as amended). In any case your proxy instruction must be received by the Company's Registrars no later than 48 hours before the time of the Meeting or any adjournment thereof.
4. Any person receiving a copy of this Notice as a person nominated by a Member to enjoy information rights under Section 146 of the Companies Act 2006 (a 'Nominated Person') should note that the provisions in Notes 1 and 2 above concerning the appointment of a proxy or proxies to attend the Meeting in place of a Member, do not apply to a Nominated Person as only Shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the Member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the Member as to the exercise of voting rights at the Meeting.

Nominated persons should also remember that their main point of contact in terms of their investment in the Company remains the Member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that Member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.

5. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and for the purposes of Section 360B of the Companies Act 2006, entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at close of business on 7 August 2017 (the 'Specified Time') or 48 hours (excluding any day or part of any day that is not a working day) before the date of any adjourned Meeting. If the Meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of Members to attend and vote and for the purpose of determining the number of votes they may cast at the adjourned Meeting. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Meeting.

6. Any corporation which is a Member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Member, provided that, if it is appointing more than one corporate representative, it does not do so in relation to the same shares.
7. If the Chairman, as a result of any proxy appointments, is given discretion as to how the votes the subject of those proxies are cast and the voting rights in respect of those discretionary proxies, when added to the interests in the Company's securities already held by the Chairman, result in the Chairman holding such number of voting rights that he has a notifiable obligation under the Disclosure Guidance and Transparency Rules, the Chairman will make the necessary notifications to the Company and the Financial Conduct Authority. As a result, any Member holding 3% or more of the voting rights in the Company who grants the Chairman a discretionary proxy in respect of some or all of those voting rights and so would otherwise have a notification obligation under the Disclosure Guidance and Transparency Rules, need not make a separate notification to the Company and the Financial Services Authority.
8. Under Section 527 of the Companies Act 2006, Members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:
  - a. the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the meeting; or
  - b. any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006.

The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 Companies Act 2006, it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under Section 527 Companies Act 2006 to publish on a website.
9. Any Member attending the Meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the Meeting put by a Member attending the Meeting. However, Members should note that no answer need be given in the following circumstances:
  - a. if to do so would interfere unduly with the preparation of the Meeting or would involve a disclosure of confidential information;
  - b. if the answer has already been given on a website in the form of an answer to a question; or
  - c. if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
10. This Notice, together with information about the total numbers of shares in the Company in respect of which Members are entitled to exercise voting rights at the Meeting as at 13 July 2017 being the last business day prior to the printing of this Notice and, if applicable, any Members' statements, Members' resolutions or Members' matters of business received by the Company after the date of this Notice, will be available on the Company's website [www.mountviewplc.co.uk](http://www.mountviewplc.co.uk).
11. Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
12. As at 13 July 2017, being the last business day prior to the printing of this Notice, the Company's issued capital consisted of 3,899,014 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 13 July 2017 are 3,899,014.
13. Copies of the Directors' service contracts and letters of appointment with the Company are available for inspection at the registered office at Mountview House, 151 High Street, Southgate, London N14 6EW during normal business hours on weekdays (Saturdays, Sundays and English public holidays excepted) from the date of this Notice until the conclusion of the Meeting and will also be available for inspection on the date and at the place of the Meeting from 15 minutes prior to the commencement of the Meeting until the conclusion of the Meeting.

# Shareholders' Information

## FINANCIAL CALENDAR 2017

|                                      |             |
|--------------------------------------|-------------|
| Final dividend record date           | 14 July     |
| Annual Report posted to Shareholders | 14 July     |
| Annual General Meeting               | 9 August    |
| Final dividend payment               | 14 August   |
| Interim results                      | 23 November |

Copies of this statement are being sent to Shareholders. Copies may be obtained from the Company's registered office:

Mountview House  
151 High Street  
Southgate  
London N14 6EW

All administrative enquiries relating to shareholdings should be addressed to the Company's Registrars:

Capita Asset Services  
The Registry  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU



## Mountview Estates P.L.C.

Mountview House,  
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