CONYGAR

The Conygar Investment Company PLC

Report And Accounts
30 September 2013

YEAR ENDED 30 SEPTEMBER 2013

The Conygar Investment Company PLC, announces its results for the year ended 30 September 2013.

HIGHLIGHTS

- **Net asset value per share increased by 5.2% to 174.6p** (2012: 165.9p). **EPRA NAV** per share increased by **4.8% to 174.9p** (2012: 166.9p).
- **Pre-tax profit** for the year **£7.74 million** compared with £7.46 million last year.
- **Net debt** of **£38.9 million** representing gearing of 25.1% against net asset value and 23.6% on loan to value basis.
- **Share buy back:** the Group **acquired 4.3%** of its ordinary share capital at a weighted **average price of 96.8p** per share.
- **Contracts exchanged** with **Marston's** to sell 0.7 acres for a pub and restaurant at **Pembroke Dock**. Significant first step in post-planning phase of development.
- Total **cash** and **undrawn committed facilities** exceed **£50 million**.
- **Investment property portfolio valuation up 2%** in the second half of 2013 as property market outside of London shows signs of recovery.
- Obtained **planning permission** in respect of the **60,000 square foot Sainsbury's** retail food store and **835 residential plots** in **Haverfordwest**.
- Obtained **planning consent** at **Parc Cybi** Business Park, Holyhead for a **200 space truck stop** and logistics depot.

Summary Group Net Assets As At 30 September 2013

	£'m	*Per Share p*
Investment Properties	164.8	185.5
Development Projects	32.2	36.2
Cash	31.6	35.6
Other Net Liabilities	(4.1)	(4.6)
	224.5	252.7
Bank Loans	(69.4)	(78.1)
	155.1	174.6

Registered in England No. 04907617

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DIRECTORS AND ADVISERS

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CHAIRMAN'S & CHIEF EXECUTIVE'S STATEMENT

Results

We are pleased to present the Group's results for the year ended 30 September 2013.

Net asset value per share increased by 5.2% to 174.6p from 165.9p last year and to 174.9 on an EPRA basis. The major components driving that growth are the profit after tax of £6.2 million and the share buy back programme which added 3 pence per share or 1.9%. The profit before taxation for the year was £7.7 million (2012: £7.5 million) with net property income of £12.9 million (2012: £13.4 million) before financing and overheads.

Net asset value as at 30 September 2013 was £155.1 million compared with £154.0 million at 30 September 2012. During the year, the Group spent £3.9 million on share buy backs and paid a dividend of £1.2 million and excluding these, net asset value increased by 4%.

The Group's investment properties as at 30 September 2013 were independently valued at £164.8 million (2012: £176.0 million), a flat valuation overall for the year on a like for like basis. However, having fallen by nearly 2% at 31 March 2013, we have seen a recovery in the second half of 2013 which reflects an improved sentiment towards property assets outside London and the South East.

The Group had cash balances of £31.6 million (2012: £31.5 million) at the year end and bank debt of £70.5 million (2012: £80.9 million) which is net gearing of 25.1% or 23.6% on a loan to value basis. The Group generates around £3.3 million pa cash from operations which funds development expenditure and capital expenditure on the investment property portfolio.

Progress

The business continued to make good progress during the year. Of particular note was the submission of the planning application for our development at Haverfordwest, Pembrokeshire to build 835 residential properties and a 60,000 square feet Sainsbury's retail food store. In September 2013, we were pleased to announce that the Council had resolved to grant planning permission which will be formally granted upon the signing of a section 106 agreement. This is a major hurdle cleared and we can now work upon the detail of finalising the infrastructure and associated conditions to enable the completion of the conditional sale of the 9 acre site to Sainsbury's. Whilst the final terms of that agreement must remain confidential, the Sainsbury's funds, once received, will enable us to complete all the infrastructure works on the entire site which will provide a catalyst for residential development on the remaining 84 acres.

In May 2013, we announced that conditional contracts had been exchanged with Marston's to sell 0.7 acres at Pembroke Dock for a family pub and restaurant. Aside from being the first step in the post-planning phase, this has also generated interest from other commercial and retail operators in the site. In addition, we have begun exploratory engineering works in the harbour which is another step towards construction.

At Parc Cybi Business Park, Holyhead, we have obtained planning consent for a 200 space truck stop with associated amenities and entered into an agreement with the Welsh Government for the grant of a 999 year lease over 14 developable acres for the truck stop, logistics depot and service units. We have also exercised an option to acquire a further 12 acres of land for which we have already acquired planning consent for 110,000 square feet of distribution warehousing and 30,000 square feet of offices and we are in talks with several potential occupiers. This is in no small way due to the proposed construction of the Wylfa B nuclear power station, which looks increasingly likely, following recent events regarding the construction of Hinkley Point.

Our other development projects all continue to progress and in particular, the developments at Holyhead Waterfront and Fishguard Waterfront, where the section 106 agreements are nearly finalised and discussions with various interested parties continue to move forward.

Overall, the development pipeline is now making excellent progress and whilst it has been frustrating at times, all our projects have obtained planning consents. Our careful approach means that expenditure to date is only £32.2 million and we are not committed to any speculative projects. We remain on course to

CHAIRMAN'S & CHIEF EXECUTIVE'S STATEMENT (continued)

deliver projects, comprising more than 2,000 residential units, 1,400 marina berths and in excess of 400,000 square feet of commercial and retail development. Our downside risk is managed whilst the upside potential is significant.

The Group's investment properties continue to progress albeit the valuation remained flat over the year. The commercial property market outside London appears to have recovered slightly with our year end valuation recovering the losses in the first half of 2013. It is a trend we hope will continue, whilst acknowledging that any recovery is still in its infancy.

The contracted annual rent roll is £14.4 million as at 30 September 2013, which is £1.4 million lower than at 30 September 2012, mainly owing to a number of disposals in the year. We continue to work hard at letting vacant space, retaining tenants and pushing down irrecoverable property costs. Our average unexpired lease length has risen slightly to 4.8 years, from 4.5 years at 30 September 2012, reflecting numerous lease renewals. The portfolio vacancy rate is 16.7% which is up from last year's 10.4%. This is disappointing but not unexpected. The main additional vacancy arises from expiring leases at Maidenhead and Worcester which were not renewed. However, several negotiations are in progress which will hopefully reduce this. We are also refurbishing some empty floors at Norfolk House, Birmingham which will create desirable space close to the New Street Station redevelopment. So, whilst vacancy rates will rise in the short term, we expect a reduction as the market recovers. We made six disposals in the year realising £12.7 million of net sales proceeds. All sales were approximately at valuation and we will continue to recycle assets to release capital for other opportunities.

Our investment property portfolio continues to generate surplus cash flow which helps fund the pipeline of development projects which should deliver strong returns in the medium term.

In April 2013, we secured a refinancing of our TOPP portfolio with an £11 million three year loan from The Royal Bank of Scotland. This completes our refinancing of the entire investment property portfolio begun in 2011. The market for real estate debt is still difficult, in particular for secondary assets outside London which require significant and active management, so we are pleased to have obtained good financing at reasonable rates with lenders with whom we have a long-standing relationship. We will continue to seek out good sources of finance.

At 30 September 2013, the Group had cash of £31.6 million available to pursue investment opportunities and in addition, the Group could draw down a further £20 million from our committed bank facility with Lloyds Banking Group. The business is well funded and the balance sheet healthy.

Dividend

The Board is pleased to recommend a final dividend of 1.5p per ordinary share in respect of the year ended 30 September 2013 to be paid on 13 February 2014 to shareholders on the register at 10 January 2014. This is an increase of 20% over last year. Our dividend policy remains unchanged with most profits retained for reinvestment in the business.

Share Buy Back

During the year, the Group acquired 4,009,838 ordinary shares representing 4.3% of its ordinary share capital, at a weighted average price of 96.8p per share. This cost approximately £3.9 million and, as a result of the buy backs, net asset value per share has been enhanced by approximately 3 pence per share or 1.9%. The Group will seek to renew the buy back authority at the forthcoming AGM because, whilst our shares no longer trade at such a significant discount to underlying net asset value, we consider it to be a useful capital management tool which has been used to great advantage in the last few years. In total, the Group has acquired 34,567,819 shares at an average price of 107.0 pence per share since December 2010.

CHAIRMAN'S & CHIEF EXECUTIVE'S STATEMENT (continued)

Outlook

Following the turbulent years since the financial crisis, there is now some cause for optimism, as there are definite signs of a recovery and improved market sentiment. This goodwill is beginning to extend outside London, which is benefitting our investment portfolio and we are definitely seeing an upturn in transactional activity, particularly at the occupier level. It is too early to predict the scale of the upturn as any recovery remains fragile but the last six months have seen an encouraging improvement.

Conygar remains well funded, cash generative and able to invest, so we are well positioned to take advantage of any market improvement. Our pipeline of development projects are also benefitting from this improved market sentiment and several of these projects are poised to start delivering on their potential.

We continue to grow net asset value per share and this growth should be enhanced further with progress in the development portfolio and as the anticipated recovery starts to take hold.

N J Hamway
Chairman

R T E Ware
Chief Executive

2 December 2013

STRATEGIC REPORT

The Group Strategic Report provides a review of the entire business for the financial year; discusses the group financial position at the year end and explains the principal risks and uncertainties facing the business and how we manage those risks. We also outline the Group's business model and strategy.

Strategy and Business Model

Conygar is an AIM quoted property investment and development group dealing primarily in UK property. Our aim is to invest in property assets and companies where we can add significant value using our property management, development and transaction structuring skills.

The business operates two major strands being the property investment side and the development project side. The investment property portfolio generates surplus cash flow whilst at the same time we are creating a pipeline of exciting development projects that are well positioned to deliver good returns in the medium term. We focus upon positive cash flow and will utilise modest levels of gearing to enhance returns where necessary. Assets are recycled to release capital as opportunities present themselves and we will continue to buy back shares where appropriate. The group is content to hold cash and adopt a patient strategy unless there is a compelling reason to invest.

Position of company at the year end

The Group maintained its strong position at the year end with good underlying earnings, positive cash flow and investment property values showing signs of some recovery. The development pipeline is also starting to show signs of progress and we expect to commence construction at several locations within the next twelve months. The balance sheet also remains strong with cash of £31.6 million and bank debt of £70.5 million giving a net gearing of 25.1%. The Group has adequate resources to maintain and develop its business whilst managing downside risk and the balance sheet is robust.

Events since the balance sheet date

There were no significant events since the balance sheet date.

Summary of Group Net Assets

The Group net assets as at 30 September 2013 may be summarised as follows:

		Per Share
	£'m	*p*
Investment Properties	164.8	185.5
Development Projects	32.2	36.2
Cash	31.6	35.6
Other Net Liabilities	(4.1)	(4.6)
	224.5	252.7
Bank Loans	(69.4)	(78.1)
	155.1	174.6

STRATEGIC REPORT (continued)

Investment properties

Summary of portfolio

	2013	*2012*
Valuation at 30 September	£164,765,000	£175,995,000
Number of properties	45	48
Contracted rent (pa)	£14,355,810	£15,766,763
Current ERV (pa)	£16,859,125	£17,549,979
Net initial yield	7.48%	8.22%
Equivalent yield	8.99%	9.15%
Reversionary yield	9.54%	9.48%
ERV of vacant units (pa)	£2,815,274	£2,136,042
Vacancy rate	16.70%	10.40%
Average unexpired lease lengths	4.80 years	4.50 years

Asset management

At 30 September 2013, the contracted rent for the investment property portfolio was £14.4 million with an ERV of £16.9 million, the reduction from 2012 being mainly attributable to property disposals in the year. The ERV of vacant space is £2.8 million of which Geoffrey House, Maidenhead; Blackpole Trading Estate, Worcester; Advantage, Reading and Brunswick Point, Leeds account for the majority. The overall vacancy rate in the portfolio is 16.70% up from 10.40% in 2012, the increase arising from expiring leases at Maidenhead and Worcester that were not renewed. These are being addressed as priorities for the management of the portfolio with a number of options available. The average unexpired lease length increased to 4.80 years from 4.50 years at 30 September 2012, mostly due to lease renewals and new lettings in the period.

Whilst tenants remain under pressure, there has been good progress on asset management and there are signs of improving sentiment in the occupier market with a considerable number of enquiries received in the last few months, many of which we hope to convert to letting. We maintain good communication with tenants where leases are shortening or where breaks are impending. We are fortunate that our arrears remain low and that 95% - 97% of rent is collected within ten days of a quarter.

In terms of lettings, we agreed new lettings contributing £579,136 pa of new income at or around ERV and we agreed lease renewals retaining £1,650,560 pa of income again at or around ERV.

The highlights include:

- A 4 year lease extension to the Scottish Care Inspectorate at Compass House, Dundee at the existing rent of £380,000 pa in return for a twelve month rent free period. Lease expiry is now 19 April 2023.
- A five year lease extension at Ashby Park, Ashby de la Zouch let to Ceva Logistics Limited at a rent of £357,000 pa. This lease now expires on 10 July 2019.
- Two leases agreed with Amtek Investments UK Limited at Freebournes Drive, Witham at a total rent of £420,000 pa. These leases expire on 3 June 2022 and are subject to a twelve month rent free period.
- Letting the 2nd floor and part 3rd floor at Advantage, Reading to Acquia at a rent of £149,047 pa. This is a five year lease subject to a sixteen month rent free period.
- Creating a single unit from three previous units at York House, Felixstowe and letting it to Poundland at a rent of £120,000 pa. This new lease is for a ten year term subject to a twelve month rent free period.

STRATEGIC REPORT (continued)

Disposals

The Group disposed of six investment properties during the year at Crystal Drive, Oldbury; Brook Point, Whetstone; Simpson Parkway, Livingston; and three buildings at The Links, Warrington. Total net sale proceeds were £12.7 million, generating a small loss to valuation of £307,000 mostly attributable to professional and other sale fees. We will continue to dispose of assets as opportunities arise and where no further value can be added by the Group.

Valuation

The investment property portfolio has been independently valued by Jones Lang LaSalle at £164.8 million as at 30 September 2013. The investment property portfolio increased in value by 0.4% on a like for like basis, however the valuation increased by 2% from the half year recovering losses in that period which is an encouraging sign. The investment property market outside central London appears to have recovered slightly and sentiment has improved, which we hope will translate into increased value. Assets require active management to protect income and value and we are seeing an increase in potential transactions which must be a positive sign.

Capital Expenditure

We incurred £1 million of capital expenditure during 2013, which was fully financed from our existing cash flow. We are undertaking refurbishment of some of the space within the Edinmore portfolio, in particular at Norfolk House, Birmingham where, having refurbished the vacant 2nd floor, we are looking at refurbishing the 3rd floor. We are also carrying out small refurbishments of space elsewhere to optimise the chances of letting. We are also resurfacing the car park at the Brunel Centre, Bletchley at a cost of approximately £600,000, although Sainsbury's have agreed to contribute 30% of the cost as part of our joint arrangements with them. Whilst there will always be a level of refurbishment work required throughout the portfolio, as at 30 September 2013 the Group had no contractual capital expenditure commitments in excess of £1,000,000.

Development projects

Haverfordwest

We submitted a planning application for our development at Haverfordwest, Pembrokeshire to build 835 residential properties and a 60,000 square feet Sainsbury's retail food store and in September 2013, the Council resolved to grant planning permission which will be formally granted upon the signing of a section 106 agreement and planning conditions. We can now work upon the detail of finalising the infrastructure and associated conditions to enable the conditional sale of the 9 acre site to Sainsbury's to complete. Whilst the final terms of that agreement must remain confidential, the receipt from the Sainsbury's sale will enable us to complete all the infrastructure works on the entire site and provide a catalyst to residential development.

In addition, we are continuing to work upon the project to re-develop the riverside area of the town centre, creating a further 74,000 square feet of mixed use space.

Holyhead Waterfront

We have planning permission for this project which includes plans for 326 apartments and townhouses, a 500 berth marina, 50,000 square feet of retail, leisure, restaurants, hotel and office space, with a very flexible design layout, in a prime location overlooking the marina. We are also making a provision for various local amenities and visitor attractions. The site covers in excess of half a mile of water frontage and is being developed jointly with Stena Line Ports Limited.

We are close to finalising the section 106 planning agreement and planning conditions. We continue discussions with various parties with respect to both the residential and commercial elements of the

STRATEGIC REPORT (continued)

scheme. The undoubted boost to the local economy provided by the recent commitment of Hitachi to develop the multi-billion pound new Wylfa nuclear power station will certainly help our scheme.

Parc Cybi Business Park, Holyhead

We continue to market our logistics development site at Parc Cybi and we are in discussions with several potential occupiers.

The logistics development comprising 140,000 square feet of office and distribution warehousing will be complemented by our plans to create a transport hub and 200 space lorry park facility to support the port of Holyhead on an adjacent 14 acre site for which we have now obtained planning consent. We have entered into an agreement with the Welsh Government for the grant of a 999 year lease over 14 developable acres for the truck stop, logistics depot and service units. We have also exercised an option to acquire a further 12 acres of land for the distribution warehousing and offices and hold an option on a further 5 acres for a logistics hub.

Fishguard Waterfront

The main elements of the scheme include a 450 berth marina with workshops, stores and ancillary facilities; 253 new residential apartments incorporating extensive landscaped gardens and a 19 acre platform for the potential expansion of the existing Stena Line port. We are refining the design and layout of the platform which produces significant capital cost savings.

We have finalised the section 106 planning agreement with the local authority, which should be signed shortly. Negotiations continue with the various landowners; Stena Line, Pembrokeshire County Council and The Crown Estate, who own the relevant surrounding harbour area. We continue to pursue the availability of EU backed Welsh Government infrastructure funds which would greatly improve the viability of the development from a funding perspective.

Fishguard Lorry Stop and Distribution Facility

This 11 acre lorry stop and distribution park project consists of a secure 24 hour truck stop together with approximately 190 spaces for tractor and trailers, vehicle refuelling and wash facilities, plus an amenity building. There will also be around 30,000 square feet of industrial and warehousing units to support the lorry stop. Planning consent has been obtained and the necessary site acquired. Discussions continue with both hauliers and the port operator, Stena Line. It remains our intention to commence development once we have secured sufficient pre-lets.

Pembroke Dock Waterfront

In May 2013, we announced that conditional contracts had been exchanged with Marston's to sell 0.7 acres at Pembroke Dock for a family pub and restaurant. An important and encouraging first step in the post-planning phase, it has generated interest from other commercial and retail operators in the site.

We have also commenced test drilling and engineering works in the harbour which is another step towards construction. Finally, we continue to negotiate with the Welsh Government with respect to EU based infrastructure funding support.

King's Lynn, Norfolk

This 6 acre residential development opportunity has planning permission for 94 dwellings near to King's Lynn, Norfolk. In addition to the residential development, the site offers some potential for mixed or commercial uses, subject to planning.

Others

We have been appointed by Conwy Council, North Wales as their preferred developers to explore the possibility of providing a 90,000 sq ft supermarket on the Council's land at Llandudno Junction.

STRATEGIC REPORT (continued)

Summary of Development Projects

The expenditure in the year on our development land bank amounted to £1.4 million. Our total investment to date is now £32.2 million at cost (analysed below) or 36.3p per share. We will continue to progress these projects in a risk-averse manner and to avoid any speculative development. To date, we have had good success in securing planning consents and several of the projects are beginning to advance. In particular, we are pleased at the potential success at Haverfordwest but also at the improved signs of activity elsewhere.

We remain on target to deliver projects comprising more than 2,000 homes (of which 1,200 are waterside), 1,400 marina berths and in excess of 400,000 square feet of commercial and retail development.

As previously stated, it is our intention to introduce third party valuations as soon as it is practical to do so. We remain confident that there is significant upside in these projects which will become evident over the medium term.

	2013	*2012*
	£'m	*£'m*
Haverfordwest	15.32	15.26
Holyhead Waterfront	9.34	8.74
Pembroke Dock Waterfront	4.87	4.47
King's Lynn	0.83	0.83
Fishguard Waterfront	0.86	0.76
Fishguard Lorry Stop	0.58	0.52
Parc Cybi, Holyhead	0.44	0.22
Total investment to date	32.24	30.80

Financial review

Net Asset Value

The net asset value at the year end was £155.1 million (2012: £154.0 million) representing a 0.7% increase in the period. The primary movements were £12.9 million net rental income and £3.9 million spent on purchasing own shares. Excluding the amounts incurred purchasing own shares and paying dividends, net asset value increased 4% in the year.

On an EPRA basis, the net asset value is:

	2013	*2012*	*2011*	*2010*	*2009*
	£'m	*£'m*	*£'m*	*£'m*	*£'m*
Net asset value	155.1	154.0	158.5	176.6	160.9
Preference share liability	–	–	7.4	13.3	12.6
Diluted net asset value	155.1	154.0	165.9	189.9	173.5
Fair value of hedging instruments	0.2	0.9	1.4	5.0	4.4
EPRA net asset value	155.3	154.9	167.3	194.9	177.9
EPRA NAV per share	174.9p	166.9p	153.9p	150.1p	138.2p
Basic NAV per share	174.6p	165.9p	155.2p	150.5p	138.5p
Diluted NAV per share	174.6p	165.9p	152.7p	146.3p	134.8p

STRATEGIC REPORT (continued)

The EPRA net asset value is calculated on a fully diluted basis and excludes the impact of hedging instruments as these are held for long term benefit and not expected to crystallise at the balance sheet date.

The NNNAV or "triple net asset value" is the net asset value taking into account asset revaluations, the mark to market costs of debt and hedging instruments and any associated tax effect. Our investment properties are carried on our balance sheet at independent valuation and there is no associated tax liability. Our development and trading assets are carried at the lower of cost and net realisable value. We have not sought to value these assets as, in our opinion, they are at too early a stage in their development to provide a meaningful figure, so cost is equated to fair value for these purposes. On this basis, there is no material difference between our stated net asset value and NNNAV.

Revaluation

The Group's investment properties were independently valued by Jones Lang LaSalle as at 30 September 2013. In their opinion, the open market value of the investment property portfolio was £164.8 million. The total portfolio increased in value by £0.7 million over the year.

Cash flow

The Group generated £3.3 million cash in operating activities (2012: £4.1 million generated), of which £1.0 million was incurred as expenditure on development and trading properties.

The Group generated a further £12.7 million cash from the sale of investment properties, spent £1.3 million on the acquisition of investment properties, drew down £11 million and repaid £21.4 million in bank loans and spent £3.9 million on the purchase of own shares resulting in an overall cash inflow of £0.1 million during the year.

Net Income From Property Activities

	2013	*2012*
	£'m	*£'m*
Rental income	16.0	16.2
Direct property costs	(3.1)	(2.8)
Rental surplus	12.9	13.4
Sale of investment properties	12.9	4.1
Cost of investment properties sold	(13.2)	(3.7)
(Loss)/gain on sale of investment properties	(0.3)	0.4
Total net income arising from property activities	12.6	13.8

Administrative Expenses

The administrative expenses for the year ended 30 September 2013 were £2.7 million, an increase of 10.8% from the previous year. The primary reasons for this are certain increased costs in respect of marketing together with some additional staff costs. The majority of other costs arise as a result of the Group being quoted on AIM with no significant changes in 2013.

Financing

At 30 September 2013, the Group had cash of £31.6 million. The Group also has unutilised facilities of £20 million with Lloyds Banking Group.

STRATEGIC REPORT (continued)

The bank debt at 30 September 2013 was £70.5 million. The gearing is 45.5% and loan to value is 42.8% excluding cash.

The interest rate risk on the facility continues to be managed by way of interest rate swaps and interest rate caps. Aside from reducing the on-going interest rate charge in the income statement, all of our external bank debt is fully hedged and the weighted average cost of all debt including margin is 4.2%. The fair value of these derivative financial instruments is provided for in full on the balance sheet. As at 30 September 2013, 100% (2012: 100%) of the Group's bank borrowings were hedged.

The finance costs for the year amounted to £3.7 million (2012: £3.3 million), primarily consisting of £3.1 million bank loan interest (2012: £2.7 million). Finance income amounted to £0.5 million (2012: £0.1 million) reflecting the low returns on short term cash deposits. As a matter of policy, the Group retains instant access to all cash deposits so it is readily available for use in the business.

As at 30 September 2013, TAPP Property Limited maintained a facility with Lloyds Banking Group of up to £78,000,000 (2012: £78,000,000) under which £41,058,000 (2012: £49,387,000) had been drawn down. This facility is repayable on or before 27 January 2015 and is secured by fixed and floating charges over the assets of the TAPP Property Limited group and the Lamont companies. The facility is subject to a maximum loan to value covenant of 70% and an interest cover ratio covenant of 150%.

As at 30 September 2013, Conygar Dundee Limited, Conygar Hanover Street Limited, Conygar Stafford Limited and Conygar St Helens Limited jointly maintained a facility with Barclays Bank PLC of up to £19,212,000 (2012: £20,000,000) of which £19,212,000 (2012: £20,000,000) had been drawn down. This facility is repayable on or before 20 August 2016 and is secured by fixed and floating charges over the assets of Conygar Dundee Limited, Conygar Hanover Street Limited, Conygar Stafford Limited and Conygar St Helens Limited. The facility is subject to a maximum loan to value covenant of 58% and an interest cover ratio covenant of 225%.

In April 2013, we secured a refinancing of the TOPP portfolio with an £11 million loan from The Royal Bank of Scotland, of which £10,242,000 was outstanding at 30 September 2013. This facility is repayable on or before 3 April 2016 and is secured by fixed and floating charges over the assets of the TOPP Property Limited group. The facility is subject to a maximum loan to value covenant of 55%, interest cover ratio covenant of 225% and a debt to rent cover ratio covenant of 7:1.

As at 30 September 2012, TOPP Property Limited maintained a facility with Capita of £35,267,000 of which £11,538,000 had been drawn down. This facility was repaid in full on 18 January 2013.

Taxation

The tax charge for the year of £1.5 million on the pre-tax profit of £7.7 million represents an effective tax charge of 19% (2012: 24%). Tax is payable at the full UK corporation tax rate of 23.5% on net rental income after deduction of finance costs and administrative expenses. There is no tax payable in respect of investment property capital gains or any valuation uplift, which is the main reason for the low effective tax rate in the current year.

Capital management

Capital Risk Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

While the Group does not have a formally approved gearing ratio, the objective above is actively managed through the direct linkage of borrowings to specific property. The Group seeks to ensure that secured borrowing stays within agreed covenants with external lenders.

STRATEGIC REPORT (continued)

Treasury Policies

The objective of the Group's treasury policies is to manage the Group's financial risk, secure cost effective funding for the Group's operations and to minimise the adverse effects of fluctuations in the financial markets on the value of the Group's financial assets and liabilities, on reported profitability and on the cash flows of the Group.

The Group finances its activities with a combination of bank loans (£70.5 million), cash and short term deposits (£31.6 million). Other financial assets and liabilities, such as trade receivables and trade payables, arise directly from the Group's operations. The Group may also enter into derivative transactions to manage the interest rate risk arising from the Group's operations and its sources of finance. Derivative instruments may be used to change the economic characteristics of financial instruments in accordance with the Group's treasury policies. Interest rate swaps and interest rate caps amount to an economic hedge of £71.4 million (2012: £65.8 million) of the total loan drawdowns of £70.5 million (2012: £80.9 million) for cashflows to 20 August 2016, but no hedge accounting is used.

The management of cash and similar instruments is monitored weekly with summary cash statements produced on a fortnightly basis and discussed regularly in management and Board meetings. The overall aim is to provide sufficient liquidity to meet the requirements of the business in terms of funding developments and potential acquisitions. Surplus funds are invested with a broad range of institutions with a range of maturities up to a maximum of 180 days. At any point in time, at least half of the Group's cash is held on instant access or short term deposit of less than 30 days.

Dividend policy

The Board is pleased to recommend a final dividend of 1.5p per ordinary share in respect of the year ended 30 September 2013 to be paid on 13 February 2014 to shareholders on the register on 10 January 2014. This is an increase of 20% over last year. Our dividend policy is unchanged in that we aim to provide some income return to shareholders but for the most part retain profits for reinvestment in the business. Our primary focus is upon growth in net asset value per share.

Share buy backs

The Group has made extensive use of its share buy back authorities over the last three years utilising surplus cash not required elsewhere in the business and acquiring 34,567,819 shares at a discount to net asset value.

During the year, the Group acquired 4,009,838 ordinary shares representing 4.3% of its ordinary share capital, at a weighted average price of 96.8p per share. This cost £3.9 million and, as a result of the buy backs, net asset value per share has been enhanced by approximately 3 pence per share or 1.9%. The Group will seek to renew the buy back authority at the forthcoming AGM and will continue to utilise it as and when it makes sense to do so and certainly whenever our shares trade at a significant discount to our underlying net asset value.

Principal risks and uncertainties

Managing risk is an integral element of the Group's management activities and a considerable amount of time is spent assessing and managing risks to the business. Responsibility for risk management rests with the Board, with external advisers used where necessary.

Strategic risks

Strategic risks are risks arising from an inappropriate strategy or through flawed execution of a strategy. By definition, strategies tend to be longer term than most other risks and, as has been amply demonstrated in the last few years, the economic and wider environment can alter quickly and significantly. Strategic risks identified include global or national events, regulatory and legal changes, market or sector changes and key staff retention.

STRATEGIC REPORT (continued)

The Board devotes a considerable amount of time and resource continually monitoring and discussing the environment in which we operate and the potential impacts upon the Group. We are confident we have sufficiently high calibre directors and managers to manage strategic risks.

We are content that the Group has the right approach toward strategy and our financial performance, strong balance sheet and the expansion of the business during a difficult economic period are good evidence of that.

Operational risks

Operational risks are essentially those risks that might arise from inadequate internal systems, processes, resources or incorrect decision making. Clearly, it is not possible to eliminate operational risk, however a considerable amount of time and resource is applied towards ensuring we have the right calibre of staff and external support to minimise such risks, as most operational risks arise from people-related issues. We have also invested in improved IT systems to support the business and protect data. Our executive directors are very closely involved in the day-to-day running of the business to ensure sound management judgement is applied.

The Group has not suffered any material loss from operational risks during the year.

Market risks

Market risks primarily arise from the possibility that the Group is exposed to fluctuations in the values of, or income from, its investment property portfolio and development land bank. This is a key risk to the principal activities of the Group and the exposures are continuously monitored through timely financial and management reporting and analysis of available market intelligence.

Where necessary management take appropriate action to mitigate any adverse impact arising from identified risks and market risks continue to be monitored closely.

Estimation and judgement risks

To be able to prepare accounts according to generally accepted accounting principles, management must make estimates and assumptions that affect the asset and liability items and revenue and expense amounts recorded in the accounts. These estimates are based on historical experience and various other assumptions that management and the board of directors believe are reasonable under the circumstances. The results of these considerations form the basis for making judgements about the carrying value of assets and liabilities that are not readily available from other sources.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are the following:

Properties held for Development

The net realisable value of properties held for development requires an assessment of fair value of the underlying assets using property appraisal techniques and other valuation methods. Such estimates are inherently subjective and actual values can only be determined in a sales transaction.

Investment in Joint Ventures

The net realisable value of properties held for development within the joint ventures requires an assessment of fair value of the underlying assets using property appraisal techniques and other valuation methods. Such estimates are inherently subjective and in particular during the early stages of the development process.

Properties held for Investment

The fair value of properties held for investment is based upon open market value and is calculated using a third party valuation provided by an external valuer.

Interest Rate Risk

The Group is exposed to market risk primarily related to interest rates. These exposures are actively monitored as set out below.

STRATEGIC REPORT (continued)

Financial Liabilities

The Group's policy is to manage the cost of borrowing using variable rate debt. Whilst floating rate borrowings are not exposed to changes in fair value, the Group is exposed to cash flow risk as costs increase if market rates rise. The Group's policy is to use derivative financial instruments to mitigate at least 50% of this risk in order to achieve a sensible and appropriate level of interest rate protection whilst maintaining flexibility to match the commercial trading strategy.

At 30 September 2013, after taking into account interest rate swaps, 100% (2012: 100%) of the Group's bank borrowings were at a fixed rate of interest.

The interest rate profile of the Group bank borrowings at 30 September 2013 was as follows:

	Interest Rate	*Maturity*	*30 Sep 13 £'000*	*30 Sep 12 £'000*
Lloyds Banking Group (1)	LIBOR +2%	2 – 5 years	41,058	49,387
Capita (2)	5.24%	Less than 1 year	–	11,538
Barclays (3)	LIBOR +3.5%	2 – 5 years	19,212	20,000
Royal Bank of Scotland (4)	LIBOR +3.5%	2 – 5 years	10,242	–
			70,512	80,925

(1) Senior bank facility repayable 27 January 2015. Margin is on sliding scale from 2% to 3.5% subject to loan to value covenants.

(2) Interest rate was fixed until expiry on 18 January 2013.

(3) Senior bank facility repayable 20 August 2016.

(4) Senior bank facility repayable 3 April 2016.

Financial Assets

The interest rate profile of the Group's cash and derivatives at the balance sheet date was as follows:

	30 Sep 13 £'000	*30 Sep 12 £'000*
Fixed rate	–	–
Floating rate	31,629	31,515
	31,629	31,515

Floating rate financial assets comprise cash and short term deposits at call and money market rates for up to thirty days and institutional cash funds.

Credit Risk

The risk of financial loss due to a counterparty's failure to honour its obligations arises principally in connection with property leases, the investment of surplus cash and transactions where the Group sells properties with an element of deferred consideration.

Tenant rent payments are monitored regularly and appropriate action is taken to recover monies owed or if necessary, to terminate the lease. Deferred consideration terms are only agreed with counterparties approved by the board or where some additional security is available, and there were none as at 30 September 2013 (2012: £nil).

The Group policy has been to invest funds and enter into derivative transactions with a broad range of institutions having investment grade low risk credit ratings and a strong or superior ability to repay short term debt obligations. The unprecedented credit and banking market disruption of the last few years has had a significant impact upon the ability to rely upon either credit ratings or the ability of financial institutions to honour their commitments and the widespread nature of the financial crisis has introduced

STRATEGIC REPORT (continued)

considerable uncertainty into the process. As at 30 September 2013, the Group had a single balance of £92,000 (2012: £125,000) where the counter-party had failed to honour a notice deposit and a full impairment provision has been recorded against the balance.

There are no other receivables which are past due but not impaired.

Liquidity Risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans secured on the Group's properties. The Group is exposed to liquidity risk should it encounter difficulties in realising assets mainly through the sale of investment properties. However, the Group maintains a prudent approach to financing and cashflow such that the adverse impact of this can be mitigated.

Price Risk

The Group's exposure to changing market prices on the value of financial instruments may have an impact on the carrying value of financial instruments and would arise principally as a result of entering into swaps or similar transactions to fix interest rates on the Group's borrowings. The Group's policies for managing this risk are to control the levels of fixed rate debt as set out under interest rate risk above.

As the Group's assets and liabilities are all denominated in Pounds Sterling, there is currently no exposure to currency risk.

This report was approved by the Board on 2 December 2013 and signed on its behalf by:

R T E Ware
Chief Executive

CORPORATE GOVERNANCE REPORT

The Workings of the Board and its Committees

The Board

The board currently comprises the chief executive, the finance director, the property director, a corporate director and two independent non-executive directors, of whom one is chairman. These demonstrate a range of experience and sufficient calibre to bring independent judgement on issues of strategy, performance, resources and standards of conduct which are vital to the success of the company. The board is responsible to shareholders for the proper management of the company. A statement of the directors' responsibilities in respect of the financial statements and a statement on going concern is given on page 25.

The board has a formal schedule of matters specifically reserved to it. All directors have access to the advice and services of the company secretary who is responsible to the board for ensuring that board procedures are followed and that applicable rules and regulations are complied with. In addition, the company secretary ensures that the directors receive appropriate training as necessary. The appointment and removal of the company secretary is a matter for the board as a whole.

The board meets approximately ten times a year, reviewing trading performance, ensuring adequate funding, setting and monitoring strategy, examining major acquisition possibilities and reporting to shareholders. The non-executive directors have a particular responsibility to ensure that the strategies proposed by the executive directors are fully considered. The chairman ensures that the directors may take independent professional advice as required at the company's expense.

The following committees deal with specific aspects of the group's affairs.

Remuneration Committee

The company's remuneration committee is chaired by N J Hamway and its other member is M D Wigley. It is responsible for making recommendations to the board, within agreed terms of reference, on the company's framework of executive remuneration and its cost. The committee determines the contract terms, remuneration and other benefits for each of the executive directors, including performance related bonus schemes, pension rights and compensation payments. The board itself determines the remuneration of the non-executive directors. The non-executive directors are not involved in any discussions or decisions about their own remuneration.

Further details of the company's policies on remuneration, service contracts and compensation payments are included in the Directors' Remuneration Report on pages 20 to 23.

Audit Committee

The audit committee is chaired by N J Hamway and its other member is M D Wigley, and meets not less than two times annually. The committee also provides a forum for reporting by the company's external auditors. Meetings are also attended, by invitation, by the chief executive and the finance director.

The audit committee is responsible for reviewing a wide range of matters including the half-year and annual financial statements before their submission to the board and monitoring the controls which are in force to ensure the integrity of the information reported to the shareholders. The audit committee advises the board on the appointment of external auditors and on their remuneration both for audit and non-audit work, and discusses the nature, scope and results of the audit with external auditors. The audit committee keeps under review the cost effectiveness and the independence and objectivity of the external auditors.

CORPORATE GOVERNANCE REPORT (continued)

Relations with Shareholders

Communications with shareholders are given high priority. Pages 4 to 17 of these financial statements include a detailed review of the business and future developments. There is regular dialogue with shareholders. The company's website is found at www.conygar.com.

The board uses the Annual General Meeting and results meetings to communicate with private and institutional investors and welcomes their participation. Details of resolutions to be proposed at the Annual General Meeting on 6 February 2014 can be found in the notice of the meeting on page 67.

Internal Control

The directors acknowledge that they are responsible for the company's systems of internal control and for reviewing its effectiveness. The systems are designed to manage rather than eliminate the risk of failure to achieve the company's strategic objectives, and can only provide reasonable, not absolute, assurance against material misstatement or loss.

The company's key risk management processes and system of internal control procedures include the following:

- Management structure: Authority to operate is delegated to executive directors within limits set by the board. The appointment of executives to the most senior positions within the group requires the approval of the board.
- Identification and evaluation of business risks: The major financial, commercial, legal, regulatory and operating risks within the group are identified through annual reporting procedures.
- Information and financial reporting systems: The group's planning and financial reporting procedures include detailed operational budgets for the year ahead. The board reviews and approves them.
- Investment appraisal: A budgetary process and authorisation levels regulate capital expenditure. For expenditure beyond specified levels, detailed written proposals have to be submitted to the board. Commercial, legal and financial due diligence work is, where possible, carried out if a business is to be acquired.
- Audit Committee: The audit committee monitors the controls which are in place and any perceived weakness in the control environment. The audit committee also considers and determines relevant action in respect of any control issues raised by external auditors.

DIRECTORS' REMUNERATION REPORT

Information Not Subject to Audit

Remuneration Committee

The company's remuneration committee is chaired by N J Hamway and its other member is M D Wigley. The committee makes recommendations to the board, within agreed terms of reference, on an overall remuneration package for executive directors and any other senior executives.

Remuneration Policy and Review

The company's policy on directors' remuneration remains that the overall remuneration package should be sufficiently competitive to attract, retain and motivate high quality executives capable of achieving the group's objectives and thereby enhancing shareholder value. The package consists of a basic salary, which is set at the lower end of market rates, with the potential for significant performance related bonuses aligned to growth in shareholder value, as represented by net assets per share. All group employees are employed by the company.

The details of individual components of the executive remuneration package and service contracts are summarised below.

Basic salary and benefits: The salary and benefits are reviewed annually at the complete discretion of the remuneration committee. At present, the directors receive no benefits. Basic salaries remain comparable with the lower quartile of comparable companies, but sufficient to retain directors.

Profit sharing plan: The profit sharing plan is an annual plan in which executive directors and senior executives will be entitled to an allocation of a profit sharing pool. Following a review and consultation process by the remuneration committee last year, which included discussions with holders of some 60% of the shares in the company, the plan rules have been amended as follows:

- the major change is the increase in the post-tax hurdle rate from 6% to 10% based upon the increase in fully diluted net asset value per share as per the audited accounts
- the discount of share price to fully diluted net asset value per share must not exceed 35%
- the remuneration committee have discretionary powers to vary the rules to exclude any anomalies or unjustified gains
- employee termination provisions have been simplified to ensure no excessive payments accrue to leavers
- in the interests of full transparency, a schedule showing the full calculation will be published in the financial statements should any profit share accrue

The scheme is based upon the increase in the audited fully diluted net asset value per share of the company. The profit sharing pool is 20% of any increase in the net asset value per share at 30 September over the previous highest net asset value per share ("high watermark"). This ensures that executive directors cannot accrue any profit share twice in respect of the same net asset value growth. The previous high watermark was at 30 September 2011.

Before any payment accrues, the increase in fully diluted net asset value per share must now exceed a hurdle of 10% compounded annually since the last high watermark (152.7p at 30 September 2011). This results in a target net asset value per share of:

	2012	*2013*	*2014*
Target	168.0p	184.8p	203.2p
Actual	165.9p	174.6p	–

DIRECTORS' REMUNERATION REPORT (continued)

The actual diluted net asset value per share for the year ended 30 September 2013 was 174.6p and is below the target of 184.8p.

Executive directors are required to invest a minimum of 50% of any profit share payment in shares of the company which must be held for a minimum of two years subject to certain good leaver provisions.

The remuneration committee has absolute discretion over participation, pool allocation and determination of performance conditions save in a limited number of circumstances covering change in control and certain good leaver provisions.

Share options: The share options were awarded by the remuneration committee. No share options were awarded during the year and it is not intended that any further options be granted by the company.

Pensions: The company does not make contributions to directors' pension plans other than through salary sacrifice arrangements. Recent legislative changes in respect of compulsory pension provision and auto-enrolment may eventually force changes upon the company.

Service contracts: The company's policy is for all executive directors to have contracts of employment with provision for termination on no more than 12 months' notice.

Non-executive directors

None of the non-executive directors have service contracts. Letters of Appointment provide for a period of three years which may be extended by mutual agreement for a further three years. The letters of appointment were extended on 25 October 2013. The remuneration of the non-executive directors takes the form solely of fees, which are set by the board having taken advice on appropriate levels. The non-executive directors are not involved in any discussions or decision about their own remuneration.

Service contracts

The service contracts and letters of appointment of the directors include the following terms:

	Date of Contract	*Unexpired Term (Months)*	*Notice Period (Months)*
Executive Directors			
R T E Ware	25 October 2007	N/A	12
P A Batchelor	25 October 2007	N/A	12
P M C Rabl	29 October 2009	N/A	12
S M Vaughan	25 October 2007	N/A	12
Non-Executive Directors			
N J Hamway	25 October 2007	35	6
M D Wigley	25 October 2007	35	6

Mr Hamway and Mr Vaughan retire by rotation and, being eligible, offer themselves for re-election.

DIRECTORS' REMUNERATION REPORT (continued)

Audited Information

Directors' emoluments

	2013				2012			
	Salary £'000	*Fees £'000*	*Total £'000*	*Basic Salary £'000*	*Salary £'000*	*Fees £'000*	*Total £'000*	*Basic Salary £'000*
Executive Directors								
R T E Ware	323	–	323	335	300	–	300	300
P A Batchelor	280	–	280	280	275	–	275	250
P M C Rabl	88	–	88	88	83	–	83	75
S M Vaughan	198	–	198	198	192	–	192	175
Non-Executive Directors								
N J Hamway	–	60	60	–	–	60	60	–
M D Wigley	–	45	45	–	–	40	40	–
	889	105	994	901	850	100	950	800

No non-cash benefits were paid to Directors.

Fees of £104,250 (2012: £34,500) were also paid to Amberhook Properties Limited, a company controlled by Mr P M C Rabl.

Interests in Options

The company has a share option scheme by which executive directors and other senior executives are able to subscribe for ordinary shares in the company and acquire shares in the company. The interests of the directors were as follows:

		Exercise Price	*At 1 October 2012 No.*	*Awarded during the year No.*	*Exercised during the year No.*	*Expired unexercised during the year No.*	*At 30 September 2013 No.*
R T E Ware	(b)	£1.185	650,000	–	–	–	650,000
	(c)	£2.00	2,025,000	–	–	–	2,025,000
P A Batchelor	(b)	£1.185	425,000	–	–	–	425,000
	(c)	£2.00	550,000	–	–	–	550,000
S M Vaughan	(a)	£0.90	130,000	–	–	–	130,000
	(b)	£1.185	325,000	–	–	–	325,000
	(c)	£2.00	645,000	–	–	–	645,000

The options are exercisable between the following dates:

(a) 10 March 2006 and 10 March 2014

(b) 15 March 2009 and 15 March 2016

(c) 19 February 2009 and 19 February 2017

DIRECTORS' REMUNERATION REPORT (continued)

The directors may only exercise the options awarded to them in respect of (a) if the company's share price has grown by 20% per annum compounded over the two year period measured from the date upon which the options are granted. These performance conditions have been achieved and accordingly the share options awarded in respect of (a) have vested.

Options awarded under (b) and (c) may only be exercised if the annual percentage growth in the company's share price exceeds that of the FTSE Small Cap Index over the two year period measured from the date upon which the options are granted. This performance condition may be retested on an annual basis if it is not achieved on the second anniversary. These performance conditions have been achieved in respect of the share options awarded under (b) and accordingly they have vested.

The market price of the company's shares on 30 September 2013 was 133p per share. The highest and lowest market prices during the year for each share option that is unexpired at the end of the year are as follows:

	Highest	Lowest
Options in issue during the year	133p	86p

The interests of the directors to subscribe for or acquire ordinary shares have not changed since the year end.

This report was approved by the Board on 2 December 2013 and signed on its behalf by:

P A Batchelor
Company Secretary

DIRECTORS' REPORT

Directors' Report

The directors present their report and the accounts of the group and the company for the year ended 30 September 2013.

Principal Activities and Review of the Business

The principal activity of the group and the company during the year was property trading, property investment, acquiring property assets with development and investment potential, and investing in companies with significant property assets. The company's principal subsidiaries are listed in note 14 to the accounts.

A review of the company's activities and likely future developments during this year is dealt with in the Chairman's and Chief Executive's Statement and the Strategic Report.

Significant Events Since the Balance Sheet Date

There were no significant events since the balance sheet date.

Results and Dividends

The group's trading results for the year and the group's and company's financial position at the end of the period are shown in the attached accounts.

The directors have recommended a final dividend of 1.5 pence per ordinary share in respect of the year ended 30 September 2013 (2012: 1.25 pence).

The Directors and Their Interests in the Shares of the Company

The directors who served the company during the year together with their beneficial and family interests in the shares of the company were as follows:

		Ordinary Shares of £0.05 each
	At 30 September 2013	*At 30 September 2012*
N J Hamway	984,000	967,000
R T E Ware	3,550,000	5,500,000
P A Batchelor	830,001	830,001
P M C Rabl	1,145,480	851,190
S M Vaughan	495,000	495,000
M D Wigley	330,000	330,000

Details of the directors' options to subscribe for shares in the company are disclosed in the Directors' Remuneration Report.

Directors' Indemnities

The company has made qualifying third party indemnity provisions for the benefit of its directors which remain in force at the date of this report.

DIRECTORS' REPORT (continued)

Major Interests in Shares

At 2 December 2013, the directors had been notified of the following interests in excess of 3% of the company's issued share capital:

Name	*No of Shares*	*%*
Legal & General Group plc	8,903,333	10.02
Fidelity Worldwide Investments (FIL Ltd)	5,071,404	5.71
Majedie Asset Management Limited	4,932,657	5.55
R T E Ware	3,550,000	4.00
Bimaljit Singh Sandhu	3,063,789	3.45
Ennismore Fund Management Limited	2,925,250	3.29

Creditor Payment Policy and Practice

It is the company's policy that payments to suppliers are made in accordance with those terms and conditions agreed between the company and its suppliers, provided that all trading terms and conditions have been complied with.

At 30 September 2013, the company had an average of 6 days (2012: 8 days) purchases outstanding in trade creditors. The group had an average of 16 days (2012: 20 days) outstanding in trade creditors.

Charitable Donations and Political Contributions

The group made no political donations during the year. The group made charitable donations of £51,068 (2012: £20,190) during the year.

Financial Instruments

Details of the group's financial instruments are given in note 29.

Going Concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations. The directors are required to prepare financial statements for the group in accordance with the International Financial Reporting Standards as adopted by the European Union ('IFRS') and have elected to prepare financial statements for the company in accordance with IFRS. Company law requires the directors to prepare such financial statements in accordance with IFRS, the Companies Act 2006 and Article 4 of the IAS Regulation. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of the affairs of the company and the group and of the profit or loss of the group for that period.

International Accounting Standard 1 requires that the financial statements present fairly for each financial year the company's financial position, financial performance and cash flows. This requires the faithful representation of the effect of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's 'Framework for the preparation and presentation of financial statements'. In virtually all circumstances, a fair presentation will be achieved by compliance with all the applicable International Financial Reporting Standards. Directors are also required to:

DIRECTORS' REPORT (continued)

- properly select and apply accounting policies;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information; and
- provide additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and performance.

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

The directors have chosen, in accordance with S414c (11) of the Companies Act 2006, to include Principal Risks and Uncertainties within the Strategic Report.

Electronic Publication

The directors are also responsible for the maintenance and integrity of the investor information contained on the website. Legislation in the UK concerning the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Provision of Information to Auditors

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

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware;
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

Rees Pollock have expressed their willingness to continue in office and a resolution to re-appoint them as auditors for the ensuing year will be proposed at the forthcoming annual general meeting.

Annual General Meeting

The Annual General Meeting of the Company will be held on Thursday, 6 February 2014 at 4.00pm at the offices of Wragge & Co LLP, 3 Waterhouse Square, 142 Holborn, London EC1N 2SW.

The notice of meeting and the resolutions to be proposed at that meeting are attached on page 67.

In addition to ordinary business, there are resolutions to give a director's authority to disapply pre-exemption rights and allot equity securities together with resolutions to give share buy back authorities.

By Order of the Board

P A Batchelor
Company Secretary

2 December 2013

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE CONYGAR INVESTMENT COMPANY PLC

REESPOLLOCK
Chartered Accountants

35 New Bridge Street
London EC4V 6BW
Telephone 020 7778 7200
Fax 020 7329 6408

We have audited the financial statements of The Conygar Investment Company PLC for the year ended 30 September 2013 which comprise the consolidated statement of comprehensive income, the consolidated and company statement of changes in equity, the consolidated and company balance sheets, the consolidated and company cash flow statements, and the related notes. The financial framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the Companies Act 2006.

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 which we are required to state to them in an auditors' 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 this report, or the opinions we have formed.

Respective Responsibilities of Directors and Auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 25 to 26, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practice Board's Ethical Standards for Auditors.

Scope of the Audit of the Financial Statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Report and Accounts 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 misstatements or inconsistencies we consider the implication for our report.

Opinion on Financial Statements

In our opinion:

- the financial statements give a true and fair view of the group's and of the parent company's affairs as at 30 September 2013 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE CONYGAR INVESTMENT COMPANY PLC (continued)

- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements 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 part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.
- the information given in the Strategic and Directors' Reports for the financial year for which the financial statements are prepared is consistent with the 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.

Catherine Kimberlin (Senior statutory auditor)
For and on behalf of Rees Pollock, Statutory Auditor
London

2 December 2013

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 30 September 2013

	Note	*Year Ended 30 Sep 13* £'000	*Year Ended 30 Sep 12* £'000
Rental income		15,904	15,807
Other property income		90	380
Revenue		15,994	16,187
Direct costs of:			
Rental income		3,102	2,745
Direct Costs		3,102	2,745
Gross Profit		12,892	13,442
Income from trading investments		41	117
Share of results of joint ventures	13	38	24
(Loss)/gain on sale of investment properties	12	(307)	431
Movement on revaluations of investment properties	12	662	354
Other gains and losses	6	283	(1,259)
Administrative expenses		(2,722)	(2,456)
Operating Profit	3	10,887	10,653
Finance costs	7	(3,689)	(3,306)
Finance income	7	538	110
Profit Before Taxation		7,736	7,457
Taxation	8	(1,525)	(1,810)
Profit And Total Comprehensive Income For The Year		6,211	5,647
Attributable to:			
– equity shareholders		6,211	5,647
– minority shareholders		–	–
		6,211	5,647
Basic earnings per share	10	6.88p	5.60p
Diluted earnings per share	10	6.88p	5.60p

All of the activities of the Group are classed as continuing.

The notes on pages 36 to 62 form part of these accounts

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 September 2013

	Attributable to the equity holders of the Company									
	Share Capital £'000	*Share Premium* £'000	*Capital Redemption Reserve* £'000	*Merger Reserve* £'000	*Equity Reserve* £'000	*Treasury Shares* £'000	*Retained Earnings* £'000	*Total* £'000	*Non-Controlling Interests* £'000	*Total Equity* £'000
Group										
At 1 October 2011	6,169	130,973	–	7,640	650	(24,649)	37,682	158,465	20	158,485
Changes in equity for the year ended 30 September 2012										
Profit for the year	–	–	–	–	–	–	5,647	5,647	–	5,647
Total comprehensive income for the year	–	–	–	–	–	–	5,647	5,647	–	5,647
Dividend paid	–	–	–	–	–	–	(1,123)	(1,123)	–	(1,123)
Preference share conversion	1	37	–	(3)	–	–	–	35	–	35
Preference share redemption	–	–	323	(7,637)	(650)	–	7,340	(624)	–	(624)
Purchase of own shares	–	–	–	–	–	(8,463)	–	(8,463)	–	(8,463)
Cancellation of treasury shares	(495)	–	495	–	–	11,275	(11,275)	–	–	–
Reclassification of reserves	–	(6,993)	–	–	–	–	6,993	–	–	–
At 30 September 2012	5,675	124,017	818	–	–	(21,837)	45,264	153,937	20	153,957
Changes in equity for year ended 30 September 2013										
At 1 October 2012	5,675	124,017	818	–	–	(21,837)	45,264	153,937	20	153,957
Profit for the year	–	–	–	–	–	–	6,211	6,211	–	6,211
Total comprehensive income for the year	–	–	–	–	–	–	6,211	6,211	–	6,211
Dividend paid	–	–	–	–	–	–	(1,160)	(1,160)	–	(1,160)
Purchase of own shares	–	–	–	–	–	(3,883)	–	(3,883)	–	(3,883)
Cancellation of treasury shares	(750)	–	750	–	–	15,547	(15,547)	–	–	–
At 30 September 2013	4,925	124,017	1,568	–	–	(10,173)	34,768	155,105	20	155,125

The notes on pages 36 to 62 form part of these accounts

COMPANY STATEMENT OF CHANGES IN EQUITY

for the year ended 30 September 2013

	Share Capital £'000	*Share Premium* £'000	*Capital Redemption Reserve* £'000	*Merger Reserve* £'000	*Equity Reserve* £'000	*Treasury Shares* £'000	*Retained Earnings* £'000	*Total Equity* £'000
Company								
At 1 October 2011	6,169	130,973	–	7,640	650	(24,649)	27,608	148,391
Changes in equity for the year ended 30 September 2012								
Loss for the year	–	–	–	–	–	–	(2,464)	(2,464)
Total comprehensive income and expenditure for the year	–	–	–	–	–	–	(2,464)	(2,464)
Dividend paid	–	–	–	–	–	–	(1,123)	(1,123)
Preference share conversion	1	37	-	(3)	–	–	–	35
Preference share redemption	-	-	323	(7,637)	(650)	–	7,340	(624)
Purchase of own shares	–	–	–	–	–	(8,463)	–	(8,463)
Cancellation of treasury shares	(495)	–	495	–	–	11,275	(11,275)	–
Reclassification of reserves	–	(6,993)	–	–	–	–	6,993	–
At 30 September 2012	5,675	124,017	818	–	–	(21,837)	27,079	135,752
Changes in equity for year ended 30 September 2013								
At 1 October 2012	5,675	124,017	818	–	–	(21,837)	27,079	135,752
Profit for the year	–	–	–	–	–	–	11,569	11,569
Total comprehensive income and expenditure for the year	–	–	–	–	–	–	11,569	11,569
Dividend paid	–	–	–	–	–	–	(1,160)	(1,160)
Purchase of own shares	–	–	–	–	–	(3,883)	–	(3,883)
Cancellation of treasury shares	(750)	–	750	–	–	15,547	(15,547)	–
At 30 September 2013	4,925	124,017	1,568	–	–	(10,173)	21,941	142,278

The notes on pages 36 to 62 form part of these accounts

CONSOLIDATED BALANCE SHEET

at 30 September 2013

Company number 04907617

	Note	*30 Sep 2013* £'000	*30 Sep 2012* £'000
Non-Current Assets			
Property, plant and equipment	11	97	153
Investment properties	12	164,765	175,995
Investment in joint ventures	13	5,987	5,523
Goodwill	15	3,173	3,173
		174,022	184,844
Current Assets			
Trading Investments	16	–	1,257
Development and trading properties	17	23,080	22,106
Trade and other receivables	18	4,332	3,763
Cash and cash equivalents		31,629	31,515
		59,041	58,641
Total Assets		233,063	243,485
Current Liabilities			
Trade and other payables	19	5,511	6,412
Bank loans	20	1,057	12,286
Tax liabilities		2,841	2,435
		9,409	21,133
Non-Current Liabilities			
Bank loans	20	68,299	67,456
Derivatives	29	230	939
		68,529	68,395
Total Liabilities		77,938	89,528
Net Assets		155,125	153,957
Equity			
Called up share capital	22	4,925	5,675
Share premium account		124,017	124,017
Capital redemption reserve		1,568	818
Treasury shares	23	(10,173)	(21,837)
Retained earnings		34,768	45,264
Equity Attributable to Equity Holders		155,105	153,937
Non-controlling interests		20	20
Total Equity		155,125	153,957

The accounts on pages 29 to 62 were approved by the Board and authorised for issue on 2 December 2013 and are signed on its behalf by:

R T E WARE
P A BATCHELOR

The notes on pages 36 to 62 form part of these accounts

COMPANY BALANCE SHEET
at 30 September 2013

Company number 04907617

	Note	*30 Sep 2013* £'000	*30 Sep 2012* £'000
Non-Current Assets			
Investment in subsidiary undertakings	14	3,218	3,218
Property, plant and equipment	11	97	153
		3,315	3,371
Current Assets			
Trading investments	16	–	1,257
Development and trading properties	17	6,060	5,649
Trade and other receivables	18	120,206	106,256
Cash and cash equivalents		14,164	21,403
		140,430	134,565
Total Assets		143,745	137,936
Current Liabilities			
Trade and other payables	19	948	1,423
Tax liabilities		519	761
		1,467	2,184
Total Liabilities		1,467	2,184
Net Assets		142,278	135,752
Equity			
Called up share capital	22	4,925	5,675
Share premium account		124,017	124,017
Capital redemption reserve		1,568	818
Treasury shares	23	(10,173)	(21,837)
Retained earnings		21,941	27,079
Total Equity		142,278	135,752

The accounts on pages 29 to 62 were approved by the Board and authorised for issue on 2 December 2013 and are signed on its behalf by:

R T E WARE

P A BATCHELOR

The notes on pages 36 to 62 form part of these accounts

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 30 September 2013

	Year Ended 30 Sep 13 £'000	*Year Ended 30 Sep 12* £'000
Cash Flows From Operating Activities		
Operating profit	10,887	10,653
Depreciation and amortisation	86	196
Share of results of joint ventures	(38)	(24)
Other gains and losses	(621)	1,341
Loss/(gain) on sale of investment properties	307	(431)
Movement on revaluation of investment properties	(662)	(354)
Dividend income	(41)	(117)
Cash Flows From Operations Before Changes In Working Capital	9,918	11,264
Change in trade and other receivables	(569)	(1,149)
Change in land, development and trading properties	(974)	(1,327)
Change in trade and other payables	(842)	(1,703)
Cash Generated From Operations	7,533	7,085
Finance costs	(3,155)	(2,621)
Finance income	85	110
Tax paid	(1,118)	(434)
Cash Flows Generated From Operating Activities	3,345	4,140
Cash Flows From Investing Activities		
Acquisition of and additions to investment properties	(1,327)	(40,247)
Disposal of trading investments	879	-
Sale proceeds of investment properties	12,748	4,047
Investment in joint ventures	27	(33)
Purchase of plant and equipment	(2)	–
Leasehold improvements	–	(1)
Dividend income	41	117
Cash Flows Generated From/(Used In) Investing Activities	12,366	(36,117)
Cash Flows From Financing Activities		
Bank loans drawn down	11,000	53,000
Bank loans repaid	(21,413)	(6,827)
Dividend paid	(1,160)	(1,123)
Preference share redemption	–	(8,081)
Purchase of own shares	(3,882)	(7,924)
Re-couponing of interest rate swaps	(88)	(1,177)
Purchase of interest rate cap	(54)	(50)
Cash Flows (Used In)/Generated From Financing Activities	(15,597)	27,818
Net increase/(decrease) in cash and cash equivalents	114	(4,159)
Cash and cash equivalents at 1 October	31,515	35,674
Cash and Cash Equivalents at 30 September	31,629	31,515

The notes on pages 36 to 62 form part of these accounts

COMPANY CASH FLOW STATEMENT

for the year ended 30 September 2013

	Year Ended 30 Sep 13 £'000	*Year Ended 30 Sep 12* £'000
Cash Flows From Operating Activities		
Operating loss	(2,711)	(2,454)
Depreciation and amortisation	82	56
Other gains and losses	–	545
Dividend income	(41)	(117)
Cash Flows From Operations Before Changes In Working Capital	(2,670)	(1,970)
Change in trade and other receivables	93	1
Change in land, developments and trading properties	(411)	(798)
Change in trade and other payables	(475)	(2,384)
Cash Used In Operations	(3,463)	(5,151)
Finance income	70	105
Tax paid	(215)	–
Cash Flows Used In Operating Activities	(3,608)	(5,046)
Cash Flows Generated From Investing Activities		
Disposal of trading investments	879	–
Purchase of plant and equipment	(2)	–
Leasehold improvements	–	(1)
Dividend income	41	117
Cash Flows Generated From Investing Activities	918	116
Cash Flows From Financing Activities		
Dividend paid	(1,160)	(1,123)
Preference share redemption	–	(8,081)
Loans to joint ventures	(1)	(58)
Loans from subsidiaries	494	15,595
Purchase of own shares	(3,882)	(8,464)
Cash Flows Used In Financing Activities	(4,549)	(2,131)
Net decrease in cash and cash equivalents	(7,239)	(7,061)
Cash and cash equivalents at 1 October	21,403	28,464
Cash and Cash Equivalents at 30 September	14,164	21,403

The notes on pages 36 to 62 form part of these accounts

NOTES TO THE ACCOUNTS
for the year ended 30 September 2013

1. Accounting policies and general information

1a General Information

The Conygar Investment Company PLC ("the Company") is a company incorporated and domiciled in England and Wales, is AIM listed and registered at Companies House under registration number 4907617.

The Company's subsidiaries are shown in note 14. The Company and its subsidiaries are collectively referred to below as "the Group".

The Company's principal activity is property trading, property investment, acquiring property assets with development and investment potential, and investing in companies with significant property assets.

1b Basis of Preparation

The Company has prepared the accounts on the basis of all applicable IFRS, including all International Accounting Standards (IAS), Standing Interpretations Committee (SIC) interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) interpretations issued by the International Accounting Standards Board (IASB) with effective dates for accounting periods beginning on or after 1 October 2012, together with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

The consolidated financial information has been prepared on the historical cost basis except for investment properties, derivatives and listed investments which are accounted for at fair value.

1c Summary of Significant Accounting Policies

The principal accounting policies of the Group are set out below. These policies have been consistently applied to all of the periods presented, unless otherwise stated.

Interpretations and Amendments to Published Standards Effective In The Accounts

For the purposes of the preparation of the accounts, the Group has applied all standards and interpretations that will be effective for the accounting periods commencing on or after 1 October 2012.

The following standards and interpretations have been adopted:

- Amendment to IAS 1, "Financial statement presentation" regarding other comprehensive income (effective for accounting periods on or after 1 July 2012);
- FRC UK governance code 2012 (effective for accounting periods starting on or after 1 October 2012);
- FRC UK Auditing Standard, ISA (UK&I) 700 (effective for accounting periods starting on or after 1 October 2012);

Management has assessed the impact of the standards and interpretations on the Group and concluded they are not applicable to the Group's circumstances and do not require amendment of the Group's accounting policies.

NOTES TO THE ACCOUNTS (continued)

1. Accounting policies and general information (continued)

Standards, Interpretations and Amendments to Published Standards That Are Not Yet Effective

Certain new standards, amendments and interpretations to existing standards have been published that are mandatory for the Group's accounting periods beginning on or after 1 October 2012 or later periods but which the Group has not adopted early are as follows:

- Amendment to IAS 12, "Income taxes" on deferred tax (effective for accounting periods on or after 1 January 2012);
- Amendment to IFRS 1, "First time adoption" on fixed dates and hyperinflation (effective for accounting periods beginning on or after 1 July 2011);
- Amendment to IAS 19, "Employee benefits" (effective for accounting periods beginning on or after 1 January 2013);
- IFRS 10 "Consolidated financial statements" (effective for accounting periods beginning on or after 1 January 2013);
- IFRS 11 "Joint arrangements" (effective for accounting periods beginning on or after 1 January 2013);
- IFRS 12 "Disclosures of interest in other entities" (effective for accounting periods beginning on or after 1 January 2013);
- IFRIC 10, 11 and 12 on transition guidance (effective from accounting periods beginning on or after 1 January 2013);
- IFRS 13 "Fair value measurement" (effective for accounting periods beginning on or after 1 January 2013);
- IAS 27 (revised 2011) "Separate financial statements" (effective for accounting periods beginning on or after 1 January 2013);
- IAS 28 (revised 2011) "Associates and joint ventures" (effective for accounting periods beginning on or after 1 January 2013);
- Amendment to IFRS 7 "Financial Instruments: Disclosures', on offsetting financial assets and financial liabilities" (effective from accounting periods beginning on or after 1 January 2013);
- Amendment to IAS 32, "Financial instruments presentation" on offsetting financial assets and financial liabilities (effective for accounting periods beginning on or after 1 January 2014);
- Amendment to IFRS 1 "First time adoption" on government loans (effective for accounting periods beginning on or after 1 January 2013);
- Amendment to IFRS 10 "Consolidated financial statements" IFRS 12 and IAS 27 for investment entities (effective for accounting periods beginning on or after 1 January 2014)*;
- IFRS 9 "Financial instruments" – classification and measurement (effective for accounting periods beginning on or after 1 January 2015)*;
- Amendments to IAS 36, "Impairment of assets" (effective for accounting periods beginning on or after 1 January 2014)*;
- Amendment to IAS 39 "Financial instruments: Recognition and measurement", on novation of derivatives and hedge accounting (effective for accounting periods beginning on or after 1 January 2014)*;
- IFRIC 20 "Stripping costs in the production phase of a surface mine" (effective for accounting periods beginning on or after 1 January 2013);
- IFRIC 21, "Levies" (effective for accounting periods beginning on or after 1 January 2014)*;

* Yet to be endorsed by the EU

NOTES TO THE ACCOUNTS (continued)

1. Accounting policies and general information (continued)

Management continues to monitor the IASB's on-going work on improvements to financial reporting but does not currently believe that the amendments and interpretations listed above will have a material effect on the Group's reported income or net assets.

Basis of Consolidation The Group accounts consolidate those of the Company and all of its subsidiary undertakings drawn up to 30 September each year. Subsidiary undertakings are those entities over which the Group has the ability to govern the financial and operating policies through the exercise of voting rights. The results of subsidiaries acquired or sold are consolidated for the periods from or to the date on which control passed. Acquisitions are accounted for under the acquisition method.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Non-controlling interests consist of the amount of these interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination.

All intra group balances, transactions, income and expenses and profit and losses on transactions between the Company and its subsidiaries and between subsidiaries are eliminated.

Revenue Recognition Property revenue consists of gross rental income on an accruals basis, together with sales of trading, development and investment properties. Rental income receivable in the period from lease commencement to the earlier of lease expiry and any tenant's option to break is spread evenly over that period. Any incentive for lessees to enter into a lease agreement and any costs associated with entering into the lease are spread over the same period.

A property is regarded as sold when the significant risks and returns have been transferred to the buyer. For conditional exchanges, sales are recognised when the conditions are satisfied.

Revenue in respect of investment and other income represents investment income, fees and commissions earned on an accruals basis and profits or losses recognised on investments held for the short term. Dividends are recognised when the shareholders' right to receive payment has been established. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate.

Operating Profit Operating profit is stated after charging income from trading investments and after the share of results of joint ventures but before finance costs and finance income.

Expenses All expenses are accounted for on an accruals basis. They are charged through the income statement with the exception of share issue expenses, which are charged to the share premium account.

Pension Costs The group makes voluntary contributions to the defined contribution plans of certain employees, including directors. A defined contribution plan is a pension plan under which the group pays fixed contributions to a separate entity. The group has no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as an employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or reduction in future payments is available.

NOTES TO THE ACCOUNTS (continued)

1. Accounting policies and general information (continued)

Profit sharing plan The Group has a profit sharing plan which is an annual plan in which executive directors and senior executives will be entitled to an allocation of a profit sharing pool based upon the increase in the net asset value per share of the company.

Share Based Payments The Group provides equity-settled share-based payments in the form of share options.

IFRS 2 "Share-based payment" is applied to all share-based payment arrangements granted after 7 November 2002 that had not vested prior to 1 October 2005. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) at the date of grant. The fair value determined at the date of grant is expensed on a straight line basis over the vesting period, based on the Group's estimate of shares which will eventually vest and adjusted for the effect of non market-based vesting conditions. The Group uses an appropriate valuation model utilising a Monte Carlo simulation in order to arrive at a fair value at the date share options are granted.

Property, Plant and Equipment Property, plant and equipment is stated at cost less accumulated depreciation.

Depreciation Depreciation is charged so as to write off the cost of assets, over their estimated useful lives, using the straight line method, on the following basis:

Plant and equipment	– 25% per annum
Furniture and fittings	– 20% per annum

Amortisation The lease of the Company's premises is amortised over the length of the lease.

Taxation The taxation charge represents the sum of tax currently payable and deferred tax. The charge for current taxation 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 the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally 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.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax is calculated at the tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply in the period when the liability is settled or the asset is realised. It is recognised 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.

Investment Properties In accordance with IAS 40 (Revised) both long leasehold and freehold properties which are held to earn rentals and/or for capital appreciation have been accounted for as investment properties.

Investment properties are initially recognised at cost, being the fair value of the consideration given, including acquisition costs associated with the investment property. Subsequent costs, including reverse lease premiums, are capitalised to the extent that such costs have an ongoing benefit to the property.

NOTES TO THE ACCOUNTS (continued)

1. Accounting policies and general information (continued)

After initial recognition, investment properties are measured at fair value, with unrealised gains and losses recognised in the Income Statement. Fair value is based on the market value, at the balance sheet date, of the properties as provided by Jones Lang LaSalle, a firm of independent chartered surveyors, in accordance with the Practice Statements contained in the RICS Appraisal and Valuation Standards published by the Royal Institution of Chartered Surveyors.

Investments In Joint Ventures A joint venture is an entity in which the Group has an interest. The joint venture operates in the same way as other entities, except that a contractual arrangement between the venturers establishes joint control over the economic activity of that entity.

The Group's interests in jointly controlled entities are incorporated in the financial information using the equity method of accounting. Investments in joint ventures are carried in the balance sheet at cost as adjusted by post acquisition changes in the Group's share of the net assets of the associate, less any impairment in the value of the individual investments. The Group's share of the net profit or loss of the joint venture is shown as a single line item in the consolidated income statement.

Where the Group transacts with a joint venture and profit or loss arising is eliminated to the extent of the Group's interest in the relevant joint venture.

Investment In Subsidiaries Investments in subsidiaries are held in the Company balance sheet at cost and reviewed annually for impairment.

Goodwill and Impairment reviews Goodwill, representing the excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired, is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill which is recognised as an asset is reviewed for impairment at least annually. For the purposes of impairment testing, goodwill is allocated to each of the group's cash generating units expected to benefit from the synergies of the combination. Cash generating units to which goodwill has been allocated are tested for impairment annually, or more frequently where there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset of the unit. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific go to the cash generating unit. An impairment loss is recognised immediately in profit and loss and is not subsequently reversed.

Development and Trading Properties Development and trading properties held for sale are inventory and are included in the Balance Sheet at the lower of cost and net realisable value. Cost comprises the original purchase price of the property together with directly attributable acquisition costs. Where multiple properties are acquired as part of a single transaction the purchase price and directly attributable costs are allocated to the individual units based on independent valuations. Net realisable value represents the estimated selling price less all estimated costs of completion.

Cash and Cash Equivalents Cash and cash equivalents are carried in the Balance Sheet at cost. For the purposes of the cash flow statement, cash and cash equivalents comprise cash in hand, deposits with banks and other short term liquid investments with original maturities of three months or less.

NOTES TO THE ACCOUNTS (continued)

1. Accounting policies and general information (continued)

Trade Receivables Trade receivables are measured at initial recognition at fair value, and are subsequently measured at amortised cost using the effective interest rate method. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Borrowing and Borrowing Costs Interest bearing bank loans and overdrafts are initially recorded at fair value, net of direct finance and other costs yet to be amortised and are subsequently measured at amortised cost using the effective interest rate method. Finance and other costs incurred in respect of the obtaining and maintenance of borrowings are accounted for on an accruals basis using the effective interest rate method and written off to the Income Statement over the length of the associated borrowings. Borrowing costs that are directly attributable to the acquisition, construction or production of assets which necessarily take a substantial period of time to get ready for their intended use or sale are capitalised as part of the cost of that asset.

Trade Payables Trade payables are recognised initially at fair value, and are subsequently measured at amortised cost using the effective interest rate method.

Trading Investments Trading investments are measured at fair value. Gains and losses on the re-measurement of trading investments are recognised directly in the statement of comprehensive income. Fair values of these investments are based on quoted market prices where available.

Derivative Financial Instruments Derivative financial assets and financial liabilities are recognised on the Balance Sheet when the Group becomes a party to the contractual provisions of the instrument. Derivatives are initially recorded at fair value and are subsequently remeasured to fair value based on mid-market prices, estimated future cash flows and forward rates as appropriate.

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

Equity instruments Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs. Dividend distributions to the company's shareholders are recognised as a liability in the Group's financial statements in the period in which the dividend is approved by the Company's shareholders.

Treasury shares Shares which have been repurchased are classified as Treasury Shares and shown as a separate item within equity. They are recognised at the trade date for the amount of consideration paid, together with directly attributable costs. This is presented as a deduction from total equity.

Preference shares Preference shares are regarded as compound instruments, consisting of a liability component and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible loan notes and the fair value assigned to the liability component, representing the embedded option to convert the liability into equity of the Group, is included in equity.

Issue costs are apportioned between the liability and equity components of the convertible loan notes based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly against equity.

NOTES TO THE ACCOUNTS (continued)

1. Accounting policies and general information (continued)

The interest expense on the liability component is calculated by applying the prevailing market interest rate for similar non-convertible debt to the liability component of the instrument. The difference between this amount and the interest paid is added to the carrying amount of the convertible loan note.

Leasing The Group has entered into commercial property leases as lessor of its investment property portfolio. As the terms of these leases do not transfer substantially all the risks and rewards of ownership to the lessee they are classified as operating leases. Rentals receivable under operating leases are credited to income on a straight line basis over the term of the relevant lease. Benefits granted as an incentive to enter into an operating lease are also spread on a straight line basis over the lease term.

The group leases its office premises. As the terms of the lease do not transfer substantially all the risks and rewards of ownership to the Company, the lease is classified as an operating lease. Rentals payable under operating leases are charged to income on a straight line basis over the term of the relevant lease.

Use of Estimates and Judgements To be able to prepare accounts according to generally accepted accounting principles, management must make estimates and assumptions that affect the asset and liability items and revenue and expense amounts recorded in the accounts. These estimates are based on historical experience and various other assumptions that management and the board of directors believe are reasonable under the circumstances. The results of these considerations form the basis for making judgements about the carrying value of assets and liabilities that are not readily available from other sources.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are the following:

Properties Held for Investment

The fair value of properties held for investment is based upon open market value and is calculated using a third party valuation provided by an external independent valuer. The valuations are based upon assumptions including future rental income, anticipated void cost, the appropriate discount rate or yield. The independent valuers also take into consideration market evidence for comparable properties in respect of both transaction prices and rental agreements.

Properties Held for Development

The net realisable value of properties held for development requires an assessment of fair value of the underlying assets using property appraisal techniques and other valuation methods. Such estimates are inherently subjective and actual values can only be determined in a sales transaction.

Investment in Joint Ventures

The net realisable value of properties held for development within the joint ventures requires an assessment of fair value of the underlying assets using property appraisal techniques and other valuation methods. Such estimates are inherently subjective and in particular during the early stages of the development process.

NOTES TO THE ACCOUNTS (continued)

1. Accounting policies and general information (continued)

Share Based Payments

The estimation of share based payment costs, which require the use of an appropriate valuation model, including estimations for inputs into the valuation model covering vesting period, expected life, the number of awards that will ultimately vest and judgements relating to the probability of meeting non-market performance conditions and the continuing participation of employees. Further details on share based payments are given in note 24.

Deferred Tax Asset

The calculation and assessment of recoverability of the deferred tax asset involves various assumptions regarding the tax deductibility of the vested share options and the recoverability of that deduction. Details may be found in note 25.

2. Segmental information

The Group has adopted IFRS 8 Operating Segments with effect from 1 October 2009. IFRS 8 requires the identification of the Group's operating segments which are defined as being discrete components of the Group's operations whose results are regularly reviewed by the board of directors. The Group divides its business into the following segments:

- Investment properties, which are owned or leased by the Group for long-term income and for capital appreciation, and trading properties which are owned or leased with the intention to sell; and,
- Development properties, which include sites, developments in the course of construction and sites available for sale.

There was no revenue or profit/loss relating to the development properties and therefore only the segmented balance sheet can be reported.

Balance Sheet

	30 September 2013				*30 September 2012*			
	Investment Properties £'000	*Development Properties £'000*	*Other £'000*	*Group Total £'000*	*Investment Properties £'000*	*Development Properties £'000*	*Other £'000*	*Group Total £'000*
Investment properties	164,765	–	–	164,765	175,995	–	–	175,995
Investment in joint ventures	–	5,987	–	5,987	–	5,523	–	5,523
Goodwill	–	3,173	–	3,173	–	3,173	–	3,173
Development & trading properties	–	23,080	–	23,080	–	22,106	–	22,106
	164,765	32,240	–	197,005	175,995	30,802	–	206,797
Other assets	21,598	–	14,460	36,058	13,651	–	23,037	36,688
Total assets	186,363	32,240	14,460	233,063	189,646	30,802	23,037	243,485
Liabilities	(74,888)	–	(3,050)	(77,938)	(86,551)	–	(2,977)	(89,528)
Net assets	111,475	32,240	11,410	155,125	103,095	30,802	20,060	153,957

NOTES TO THE ACCOUNTS (continued)

3. Operating profit

Operating profit is stated after charging:

	Year ended 30 Sep 13 £'000	*Year ended 30 Sep 12 £'000*
Audit services – fees payable to the parent company auditors for the audit of the company and the consolidated financial statements	24	24
Other services – fees payable to the company auditor for the audit of the company's subsidiaries pursuant to legislation.	53	53
Other services – fees payable to the company auditor for tax services	20	20
Depreciation of owned assets	32	29
Lease amortisation	27	27
Operating lease rentals – land and buildings	167	166
Movement on provision for doubtful debts	(12)	(94)

4. Particulars of employees

The aggregate payroll costs of the above were:

	Year ended 30 Sep 13 £'000	*Year ended 30 Sep 12 £'000*
Wages and salaries	1,239	1,204
Social security costs	159	157
	1,398	1,361

The average monthly number of persons, including executive directors, employed by the Company during the year was nine (2012 – seven).

NOTES TO THE ACCOUNTS (continued)

5. Directors' emoluments

	Year ended 30 Sep 13 £'000	*Year ended 30 Sep 12 £'000*
Emoluments (excluding pension contributions)	994	950
Emoluments of highest paid director	323	300

The board of directors comprise the only persons having authority and responsibility for planning, directing and controlling the activities of the Group.

6. Other gains and losses

	Year ended 30 Sep 13 £'000	*Year ended 30 Sep 12 £'000*
Movement in fair value of interest rate swaps	621	(796)
Loss arising on sale of trading investments	(370)	(545)
Other provision	32	82
	283	(1,259)

7. Finance income/costs

	Year ended 30 Sep 13 £'000	*Year ended 30 Sep 12 £'000*
Finance income		
Bank interest and interest receivable	538	110
Finance costs		
Bank loans	(3,129)	(2,656)
Loan repayment costs	(26)	(99)
Amortisation of arrangement fees	(534)	(438)
Notional interest on preference shares	–	(113)
	(3,689)	(3,306)

NOTES TO THE ACCOUNTS (continued)

8. Taxation on ordinary activities

(a) Analysis of charge in the year

	Year ended 30 Sep 13 £'000	*Year ended 30 Sep 12 £'000*
UK Corporation tax based on the results for the period	1,752	1,698
(Over)/under provision in prior periods	(227)	112
Current tax	1,525	1,810
Deferred tax	–	–
	1,525	1,810

(b) Factors affecting tax charge

The tax assessed on the profit for the year differs from the standard rate of corporation tax in the UK of 23.5% (2012 – 25%).

	Year ended 30 Sep 13 £'000	*Year ended 30 Sep 12 £'000*
Profit before taxation	7,736	7,457
Profit multiplied by rate of tax	1,818	1,864
Effects of:		
Expenses not deductible for tax purposes	37	66
UK dividend income	(10)	(29)
(Over) / under provision in prior periods	(227)	112
Joint venture profits not taxable	(9)	(6)
Gains not subject to UK taxation	72	(108)
Revaluation gains not taxable	(156)	(89)
Tax charge for the year	1,525	1,810

9. Dividends

The directors have recommended a final dividend of 1.5 pence per ordinary share in respect of the year ended 30 September 2013 (2012 – 1.25 pence). This final dividend will amount to £1,332,000 (2012: £1,160,000), if approved at the AGM. In accordance with IFRS, it has not been included as a liability in the financial statements.

NOTES TO THE ACCOUNTS (continued)

10. Earnings per share

The calculation of earnings per ordinary share is based on the profit after tax attributable to equity shareholders of £6,211,000 (2012 – £5,647,000) and on the number of shares in issue being the weighted average number of shares in issue during the period of 90,223,107 (2012 – 100,847,230). The diluted earnings per share calculation is based on profit for the year of £6,211,000 (2012 – £5,647,000) and on 90,245,450 (2012 – 100,848,260) ordinary shares. The diluted ordinary shares are calculated as follows:

	2013 *No.*	*2012* *No.*
Basic weighted average number of shares	90,223,107	100,847,230
Diluting potential ordinary shares:		
Employee share options	22,343	1,030
Total diluted	90,245,450	100,848,260

11. Property, plant and equipment

Group & Company	*Premises Lease £'000*	*Office Equipment £'000*	*Furniture & Fittings £'000*	*Total £'000*
Cost				
At 1 October 2011	156	61	95	312
Additions	1	–	–	1
At 30 September 2012 and 1 October 2012	157	61	95	313
Additions	–	2	–	2
At 30 September 2013	157	63	95	315
Depreciation/Amortisation				
At 1 October 2011	31	39	34	104
Provided during the year	27	11	18	56
At 30 September 2012 and 1 October 2012	58	50	52	160
Provided during the year	27	12	19	58
At 30 September 2013	85	62	71	218
Net book value at 30 September 2013	72	1	24	97
Net book value at 30 September 2012	99	11	43	153

NOTES TO THE ACCOUNTS (continued)

12. Investment properties

Group

	Freehold £'000	*Long Leasehold* £'000	*Reverse Lease Premiums* £'000	*Total* £'000
Valuation at 1 October 2011	96,886	41,809	455	139,150
Additions	39,937	20	290	40,247
Disposals	(3,616)	–	–	(3,616)
Reverse lease premium amortisation	–	–	(140)	(140)
Movement on revaluation	949	(595)	–	354
Valuation at 30 September 2012	134,156	41,234	605	175,995
Additions	1,015	7	305	1,327
Disposals	(4,950)	(8,105)	–	(13,055)
Reverse lease premium amortisation	–	–	(164)	(164)
Movement on revaluation	232	430	–	662
Valuation at 30 September 2013	130,453	33,566	746	164,765

The historical cost of properties held at 30 September 2013 is £225,878,000 (2012: £244,847,000).

The properties were valued by Jones Lang LaSalle, independent valuers not connected with the Group, at 30 September 2013 at market value in accordance with the Practice Statements contained in the RICS Appraisal and Valuation Standards published by the Royal Institution of Chartered Surveyors which conform to international valuation standards. The valuations are arrived at by reference to market evidence of transaction prices and completed lettings for similar properties. The properties have been valued individually and not as part of a portfolio and no allowance has been made for expenses of realisation or for any tax which might arise. They assume a willing buyer and a willing seller in an arm's length transaction. The valuations reflect usual deductions in respect of purchaser's costs and SDLT as applicable at the valuation date. The independent valuer makes various assumptions including future rental income, anticipated void cost, the appropriate discount rate or yield.

The Group has pledged £91,305,000 (2012 – £102,550,000) of investment property to secure Lloyds Banking Group debt facilities, £30,575,000 (2012 – £31,805,000) to secure Royal Bank of Scotland debt facilities and £42,875,000 (2012 – £42,360,000) to secure Barclays Bank PLC debt facilities. Further details of these facilities are provided in note 29.

NOTES TO THE ACCOUNTS (continued)

12. Investment properties (continued)

The property rental income earned from investment property, which is leased out under operating leases amounted to £15,994,000 (2012 – £16,187,000).

(Loss)/gain on sale of investment properties

	30 Sep 13 *£'000*	*30 Sep 12* *£'000*
Gross proceeds on sales of investment properties	12,890	4,126
Costs of sales	(142)	(79)
Net proceeds on sales of investment properties	12,748	4,047
Book value	(13,055)	(3,616)
(Loss)/gain on sale	(307)	431

Sensitivity Analysis

Movement in equivalent yield

If the equivalent yield compresses by 0.5% to 8.49% then the portfolio valuation increases by approximately 6.3%. It reduces by approximately 5.7% if the equivalent yield increases by 0.5% to 9.49%.

Movement in ERV

If ERV's increase by 5% then the portfolio valuation increases by approximately 4% whilst falling by approximately 3.9% if ERV's decrease by 5%.

Voids

If the void periods assumed in the valuation are decreased by 6 months then the portfolio valuation would increase by approximately 1.9%. If void periods increase by 6 months then the portfolio valuation would decrease by approximately 1%.

Material Contractual Obligation

At 30 September 2013, TOPP Bletchley Limited was jointly obligated with Sainsbury's to resurface the car park at the Brunel Centre, Bletchley at a cost of approximately £600,000.

NOTES TO THE ACCOUNTS (continued)

13. Investments

Joint Ventures

	30 Sep 13	*30 Sep 12*
	£'000	*£'000*
At 1 October 2012	5,523	5,466
Share of profit retained by joint ventures	38	24
Investment in joint venture	426	33
At 30 September 2013	5,987	5,523

The Group has a 50% interest in a joint venture, Conygar Stena Line Limited, which is a property development company. It also has a 50% interest in a joint venture, CM Sheffield Limited, which is a property trading company.

Loans to Joint Ventures

	30 Sep 13	*30 Sep 12*
	£'000	*£'000*
Conygar Stena Line Limited	6,557	5,652
CM Sheffield Limited	2	2
	6,559	5,654

In accordance with IAS 19, the loans to joint ventures have not been disclosed separately on the balance sheet as the investments in joint ventures are net liabilities when the loans are excluded.

The following amounts represent the Group's 50% share of the assets and liabilities, and results of the joint ventures. They are included in the balance sheet and income statement:

	Year ended 30 Sep 13	*Year ended 30 Sep 12*
	£'000	*£'000*
Assets		
Current assets	6,019	5,538
	6,019	5,538
Liabilities		
Current liabilities	(32)	(15)
	(32)	(15)
Net Assets	5,987	5,523
Operating profit	38	24
Finance income	–	–
Profit before tax	38	24
Tax	–	–
Profit after tax	38	24

There are no contingent liabilities relating to the Group's interest in joint ventures, and no contingent liabilities of the ventures themselves.

NOTES TO THE ACCOUNTS (continued)

14. Fixed asset investments

Subsidiaries

	Group		*Company*	
	30 Sep 13	*30 Sep 12*	*30 Sep 13*	*30 Sep 12*
	£'000	£'000	£'000	£'000
At 1 October 2012 and 30 September 2013	–	–	3,218	3,218

The principal companies in which the Company's interest is more than 10% are as follows:

Company name	*Principal activity*	*Country of registration*	*% of Equity held*
Conygar Holdings Ltd	Holding Company	England	100%
Martello Quays Limited	Property trading and development	England	100%
Conygar Wales PLC	Holding Company	England	60%*
Conygar Bedford Square Ltd	Property trading and development	England	100%*
Conygar Properties Ltd	Property trading and development	England	100%*
Conygar Developments Ltd	Property trading and development	England	100%*
Conygar Strand Ltd	Property trading and development	England	100%*
Conygar Hanover Street Ltd	Property investment	England	100%*
The Advantage Property Income Trust Ltd	Property investment	Guernsey	100%*
TAPP Property Ltd	Property investment	Guernsey	100%*
TOPP Holdings Ltd	Property investment	Guernsey	100%*
TAPP Maidenhead Ltd	Property investment	Guernsey	100%*
TOPP Bletchley Ltd	Property investment	Guernsey	100%*
TOPP Property Ltd	Property investment	Guernsey	100%*
Conygar Stena Line Ltd	Property trading and development	England	50%*
CM Sheffield Ltd	Property trading and development	England	50%*
Conygar Haverfordwest Ltd	Property trading and development	England	100%*
Conygar Advantage Ltd	Holding company	Guernsey	100%*
Conygar Stafford Ltd	Property investment	England	100%*
Conygar Dundee Ltd	Property investment	England	100%*
Conygar St Helens Ltd	Property investment	England	100%*
Conygar Sunley Ltd	Property investment	England	100%*
Lamont Property Acquisition (Jersey) I Ltd	Property investment	Jersey	100%*
Lamont Property Acquisition (Jersey) II Ltd	Property investment	Jersey	100%*
Lamont Property Acquisition (Jersey) III Ltd	Property investment	Jersey	100%*
Lamont Property Acquisition (Jersey) IV Ltd	Property investment	Jersey	100%*
Lamont Property Acquisition (Jersey) V Ltd	Property investment	Jersey	100%*
Lamont Property Acquisition (Jersey) VII Ltd	Property investment	Jersey	100%*

* Indirectly owned

NOTES TO THE ACCOUNTS (continued)

15. Goodwill

	Group	
	30 Sep 13	*30 Sep 12*
	£'000	£'000
At 1 October 2012 and 30 September 2013	3,173	3,173

The goodwill arose upon the acquisition of the non-controlling interests in Martello Quays Limited and represents the excess of the consideration over the fair value of the identifiable net assets acquired. The goodwill has been wholly allocated to the development project within Martello Quays Limited, which is considered to represent a single income and cash generating unit. Management analysis indicates that the net present value of the project exceeds its carrying value and therefore no impairment is appropriate.

IFRS requires management to undertake an annual test for impairment of indefinite lived assets, such as goodwill, and to test for impairment if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment testing is an area involving management judgement, requiring assessment as to whether the carrying value of the assets can be supported by the net present value of future cash flows derived from such assets using cash flow projections which have been discounted at an appropriate rate. In calculating the net present value of the future cash flows, certain assumptions are required to be made in respect of highly uncertain matters including management's expectations of:

– Timing and quantum of future capital expenditure;

– Timing and quantum of future revenue streams; and

– The selection of discount rates to reflect the risks involved.

The Group prepares and approves formal five year forecasts for Martello Quays Limited which are used in the value in use calculations. Five years is considered to be the optimum period for a meaningful forecast and takes into account available sources of both internal and external information. The Group's review includes the key assumptions related to sensitivity in the cash flow projections.

The impairment review is based upon value in use calculations. The period of review is five years and it is assumed that no growth occurs over the period. A range of pre-tax risk adjusted discount rates (5-15%) were used in order to reflect inherent uncertainties and to produce a sensitivity analysis.

Key assumptions used in value in use calculations

– Valuation of completed construction

  The valuation of the completed construction is based upon current knowledge of the local market utilising both internal and external sources of information and evidence.

– Budgeted capital expenditure

  The cash flow forecasts for capital expenditure are based upon past experience and estimates provided from both internal and external sources.

– Pre-tax risk adjusted discount rate

  The discount rate applied to the cash flows is generally based upon the risk free rate for ten year government bonds adjusted for a risk premium to reflect the systematic risk of the project, likely cost of funding and underlying uncertainties.

NOTES TO THE ACCOUNTS (continued)

15. Goodwill (continued)

Sensitivity to changes in assumptions

Management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value of the project to exceed its recoverable amount.

16. Trading investments

	30 Sep 13	*30 Sep 12*
	£'000	£'000
At 1 October 2012	1,257	1,802
Additions	–	–
Disposals	(1,257)	–
Loss on fair value revaluation	–	(545)
At 30 September 2013	–	1,257

17. Property inventories

	Group		*Company*	
	30 Sep 13	*30 Sep 12*	*30 Sep 13*	*30 Sep 12*
	£'000	£'000	£'000	£'000
Properties held for resale or development	23,080	22,106	6,060	5,649

18. Trade and other receivables

	Group		*Company*	
	30 Sep 13	*30 Sep 12*	*30 Sep 13*	*30 Sep 12*
	£'000	£'000	£'000	£'000
Trade receivables	1,217	1,155	–	–
Provision for doubtful debts	(125)	(127)	–	–
	1,092	1,028	–	–
Amounts owed by group undertakings	–	–	119,832	105,789
Other receivables	74	74	256	318
Prepayments and accrued income	3,166	2,661	118	149
	4,332	3,763	120,206	106,256

The directors consider that the carrying amount of trade and other receivables approximates to their fair value due to the short term nature of these financial assets.

NOTES TO THE ACCOUNTS (continued)

19. Trade and other payables

	Group		*Company*	
	30 Sep 13	*30 Sep 12*	*30 Sep 13*	*30 Sep 12*
	£'000	£'000	£'000	£'000
Amounts owed to group undertakings	–	–	529	528
Social security and payroll taxes	53	46	53	46
Trade payables	1,665	1,559	179	620
Accruals and deferred income	3,793	4,807	187	229
	5,511	6,412	948	1,423

The directors consider that the carrying amounts of the trade and other payables approximate to their fair value due to the short period of repayment.

20. Bank loans

	Group		*Company*	
	30 Sep 13	*30 Sep 12*	*30 Sep 13*	*30 Sep 12*
	£'000	£'000	£'000	£'000
Bank loans	70,512	80,925	–	–
Debt issue costs	(1,156)	(1,183)	–	–
	69,356	79,742	–	–

Details of the financial liabilities are given in note 29.

21. Preference shares

	Group		*Company*	
	30 Sep 13	*30 Sep 12*	*30 Sep 13*	*30 Sep 12*
	£'000	£'000	£'000	£'000
Preference shares	–	–	–	–

As part of the offer for The Advantage Property Income Trust Limited, the Company issued 62,979,750 convertible preference shares of £0.01 each, of which none (2012: none) were outstanding at the year end. The preference shares were convertible at any point into ordinary shares at the option of the preference shareholder. The conversion rate was one ordinary share for five preference shares. Any preference shares not converted were redeemed for £0.25 each on 31 December 2011.

Although equity share capital at law, the preference shares were classified as hybrid instruments under IFRS consisting of a discounted debt element of £0.20 per share and an equity element of £0.02 per share which was credited to an equity reserve. A notional interest element was charged to the income statement over the period to redemption.

NOTES TO THE ACCOUNTS (continued)

21. Preference shares (continued)

The movement on the preference shares during the year was as follows:

	30 Sep 13 *£'000*	*30 Sep 12* *£'000*
At 30 September 2012	–	7,376
Conversions to ordinary shares in the period at carrying value	–	(31)
Notional interest charge	–	114
Redemption	–	(7,459)
At 30 September 2013	–	–

22. Share capital

Authorised share capital:

	30 Sep 13 £	*30 Sep 12* £
140,000,000 (2012– 140,000,000) Ordinary shares of £0.05 each	7,000,000	7,000,000
150,000,000 (2012– 150,000,000) Preference shares of £0.01 each	1,500,000	1,500,000

Allotted and called up:

Amounts recorded as equity:

	30 Sep 13		*30 Sep 12*	
	No	£'000	No	£'000
Ordinary shares of £0.05 each	98,489,123	4,925	113,489,123	5,675

Amounts recorded as liability:

	30 Sep 13		*30 Sep 12*	
	No	£'000	No	£'000
Preference shares of £0.01 each (Note 21)	–	–	–	–

NOTES TO THE ACCOUNTS (continued)

22. Share capital (continued)

The movement on the group's share capital during the year was as follows:

Allotted and Called Up

	Price £	*No.*	*£'000*
At 30 September 2011		123,362,223	6,169
Share issue – 14 November 2011	1.100	12,000	1
Share issue – 30 November 2011	1.100	5,900	–
Share issue – 19 December 2011	1.100	7,000	–
Share issue – 30 December 2011	1.100	2,000	–
Cancellation of treasury shares – 12 January 2012	0.05	(9,900,000)	(495)
At 30 September 2012		113,489,123	5,675
Cancellation of treasury shares – 25 January 2013		(15,000,000)	(750)
		98,489,123	4,925

Share Premium

Following the redemption of the preference shares during the year ended 30 September 2012, an amount of £6,993,000 was identified as having been incorrectly classified as share premium rather than merger reserve. A transfer of £6,993,000 was made to retained earnings in order to correct this position.

23. Treasury shares

In December 2010, the Group began a share buyback programme and during the year ended 30 September 2013 purchased 4,009,838 (2012 – 9,320,000) shares on the open market at a cost of £3,882,229 (2012 – £8,464,000). As can be seen in note 22 above, on 25 January 2013, 15,000,000 ordinary shares of 5 pence each were transferred out of treasury and cancelled. The remaining 9,667,819 (2012 – 20,567,981) shares bought back were held in treasury as at 30 September 2013.

24. Share based payments

Details of options granted over the Company's share capital are given in the Directors' Remuneration Report on page 22. No options were granted in either the current or prior year.

The Group and Company recognised total expenses of £nil (2012 – £nil) in relation to equity settled share-based payment transactions.

25. Deferred tax asset

Deferred tax assets are recognised in the accounts as follows:

Group and Company	*30 Sep 13*		*30 Sep 12*	
	Provided £'000	*Not Provided* £'000	*Provided* £'000	*Not Provided* £'000
Share based payments	–	2	–	2
Losses	–	1,464	–	1,464
	–	1,466	–	1,466

The deferred tax asset in respect of the trading losses carried forward has not been recognised on the basis that it is uncertain when taxable profits will be available for offset.

NOTES TO THE ACCOUNTS (continued)

26. Commitments

Group as lessee:

At 30 September 2013, the Group and Company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	30 Sep 13	*30 Sep 12*
	£'000	£'000
Within one year	126	126
In the second to fifth years inclusive	216	342
	342	468

Group as lessor:

In addition, the Group holds retail, office, industrial and leisure buildings as investment properties which are let to third parties. These are non-cancellable leases and the income profile based upon the unexpired lease length was as follows:

	30 Sep 13	*30 Sep 12*
	£'000	£'000
Less than one year	13,457	14,488
Between one and five years	33,841	40,513
Over five years	18,726	20,067
	66,024	75,068

27. Related party transactions

The Company has made advances to the following subsidiaries in order to provide both long term and additional working capital funding. All amounts are repayable upon demand, are non-interest bearing, with the exception of loans to Conygar Holdings Limited and Conygar Haverfordwest Limited, and will be repaid from the trading activities of those subsidiaries. No provisions have been made against the outstanding amounts.

	30 Sep 13	*30 Sep 12*
	£'000	£'000
Subsidiaries		
Conygar Bedford Square Limited	(447)	(447)
Conygar Strand Limited	(52)	(52)
Martello Quays Limited	1,802	1,381
Conygar Holdings Limited	88,104	88,806
Conygar Haverfordwest Limited	23,444	15,285
Conygar Wales PLC	(30)	(29)
Conygar Advantage Limited	13	10
	112,834	104,954

	30 Sep 13	*30 Sep 12*
	£'000	£'000
Joint Ventures		
Conygar Stena Line Limited	6,557	5,652
C M Sheffield Limited	2	2
	6,559	5,654

NOTES TO THE ACCOUNTS (continued)

27. Related party transactions (continued)

The loans to Conygar Stena Line Limited may be analysed as:

	30 Sep 13 £'000	*30 Sep 12* £'000
Secured interest bearing loan	3,537	2,632
Unsecured non-interest bearing shareholder loan	3,020	3,020
	6,557	5,652

During the year, the Company received a management fee from Conygar Stena Line Limited of £50,000 (2012 – £50,000) in respect of management services and intercompany interest of £905,924 which is the total interest due to date on the secured interest bearing loan.

The outstanding balance of £2,153,000 of the non interest bearing loan of £5,500,000 the Company issued to The Advantage Property Income Trust Limited in 2010 was repaid last year. The outstanding loan balance from The Advantage Property Income Trust Limited to the Company was £4,510,516 at 30 September 2013 (2012 – £5,347,000).

During the year, the Company received £nil (2012: £nil) of dividend income from Conygar Holdings Limited but received intercompany interest of £5,304,000.

The Company also received interest from Conygar Haverfordwest Limited of £7,990,000 which is the total interest due on the loan since August 2010.

28. Profit of parent company

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the Company is not presented as part of these financial statements. The parent company's profit for the year amounts to £11,569,000 (2012 – loss of £2,464,000).

29. Financial instruments

Treasury Policies

The objective of the Group's treasury policies is to manage the Group's financial risk, secure cost effective funding for the Group's operations and to minimise the adverse effects of fluctuations in the financial markets on the value of the Group's financial assets and liabilities, on reported profitability and on the cash flows of the Group.

The Group finances its activities with a combination of bank loans, cash and short term deposits. Other financial assets and liabilities, such as trade receivables and trade payables, arise directly from the Group's operations. The Group may also enter into derivative transactions to manage the interest rate risk arising from the Group's operations and its sources of finance. The main risks associated with the Group's financial assets and liabilities are set out below, together with the policies currently applied by the board for their management. Derivative instruments may be used to change the economic characteristics of financial instruments in accordance with the Group's treasury policies. Interest rate swaps and interest rate caps amount to an economic hedge of £71.4 million (2012: £65.8 million) of the total loan drawdowns of £70.5 million (2012: £80.9 million) for cashflows to 20 August 2016, but no hedge accounting is used.

The management of cash and similar instruments is monitored weekly with summary cash statements produced on a fortnightly basis and discussed regularly in management and Board meetings. The approach is to provide sufficient liquidity to meet the requirements of the business in terms of funding developments and potential acquisitions. Surplus funds are invested with a broad range of institutions with a range of maturities up to a maximum of 180 days. At any point in time, at least half of the Group's cash is held on instant access or short term deposit of less than 30 days.

NOTES TO THE ACCOUNTS (continued)

29. Financial instruments (continued)

Market Risk

The Group is exposed to market risk primarily related to interest rates. These exposures are actively monitored.

As the Group's assets and liabilities are all denominated in Pounds Sterling there is currently no exposure to currency risk.

Interest Rate Risk

Financial Liabilities

The Group's policy is to manage the cost of borrowing using variable rate debt. Whilst floating rate borrowings are not exposed to changes in fair value, the Group is exposed to cash flow risk as costs increase if market rates rise. The Group's policy is to use derivative financial instruments to mitigate at least 50% of this risk in order to achieve a sensible and appropriate level of interest rate protection whilst maintaining flexibility to match the commercial trading strategy.

At 30 September 2013, after taking into account interest rate swaps and caps, 100% (2012: 100%) of the Group's bank borrowings were at a fixed rate of interest.

The interest rate profile of the Group bank borrowings at 30 September 2013 was as follows:

	Interest Rate	*Maturity*	*30 Sep 13* £'000	*30 Sep 12* £'000
Lloyds Banking Group (1)	LIBOR +2%	2 – 5 years	41,058	49,387
Capita (2)	5.24%	Less than 1 year	–	11,538
Barclays (3)	LIBOR +3.5%	2 – 5 years	19,212	20,000
Royal Bank of Scotland (4)	LIBOR +3.5%	2 – 5 years	10,242	–
			70,512	80,925

(1) Senior bank facility repayable 27 January 2015. Margin is on sliding scale from 2% to 3.5% subject to loan to value covenants.

(2) Interest rate was fixed until expiry on 18 January 2013.

(3) Senior bank facility repayable 20 August 2016.

(4) Senior bank facility repayable 3 April 2016.

Financial Assets

The interest rate profile of the Group's cash and derivatives at the balance sheet date was as follows:

	30 Sep 13 £'000	*30 Sep 12* £'000
Fixed rate	–	–
Floating rate	31,629	31,515
	31,629	31,515

NOTES TO THE ACCOUNTS (continued)

29. Financial instruments (continued)

The interest rate profile of the Company's cash and derivatives at the balance sheet date was as follows:

	30 Sep 13 £'000	*30 Sep 12* £'000
Fixed rate	–	–
Floating rate	14,164	21,403
	14,164	21,403

Floating rate financial assets comprise cash and short term deposits at call and money market rates for up to thirty days and institutional cash funds.

Credit Risk

The risk of financial loss due to a counterparty's failure to honour its obligations arises principally in connection with property leases, the investment of surplus cash and transactions where the Group sells properties with an element of deferred consideration.

Tenant rent payments are monitored regularly and appropriate action is taken to recover monies owed or if necessary to terminate the lease. Deferred consideration terms are only agreed with counterparties approved by the board or where some additional security is available, and there were none as at 30 September 2013 (2012 – £nil).

The Group policy has been to invest funds and enter into derivative transactions with a broad range of institutions having investment grade low risk credit ratings and a strong or superior ability to repay short term debt obligations. The unprecedented credit and banking market disruption of the last three years has had a significant impact upon the ability to rely upon either credit ratings or the ability of financial institutions to honour their commitments and the widespread nature of the financial crisis has introduced considerable uncertainty into the process. As at 30 September 2013, the Group had a single balance of £92,000 (2012 – £125,000) where the counter-party had failed to honour a notice deposit and a full impairment provision has been recorded against the balance.

There are no other receivables which are past due but not impaired.

Liquidity Risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans secured on the Group's properties. The Group is exposed to liquidity risk should it encounter difficulties in realising assets mainly through the sale of investment properties. However, the Group maintains a prudent approach to financing and cashflow such that the adverse impact of this can be mitigated.

Loans

As at 30 September 2013, TAPP Property Limited maintained a facility with the Lloyds Banking Group of up to £78,000,000 (2012: £78,000,000) under which £41,058,000 (2012: £49,387,000) had been drawn down. This facility is repayable on or before 27 January 2015 and is secured by fixed and floating charges over the assets of the TAPP Property Limited group and the Lamont companies. The facility is subject to a maximum loan to value covenant of 70% and an interest cover ratio covenant of 150%. Due to this loan to value covenant, the maximum loan available at the year end was £63,700,000 and so the Group could draw down approximately £20,000,000.

On 18 January 2013, TOPP Property Limited repaid the outstanding balance of the facility with Capita of £11,538,000 (2012: £11,538,000).

NOTES TO THE ACCOUNTS (continued)

29. Financial instruments (continued)

As at 30 September 2013, TOPP Property Limited and TOPP Bletchley Limited maintained a facility with the Royal Bank of Scotland PLC of up to £10,242,000 (2012: £nil) of which £10,242,000 (2012: £nil) had been drawn down. This facility is repayable on or before 3 April 2016 and is secured by fixed and floating charges over the assets of the TOPP Property Limited group. The facility is subject to a maximum loan to value covenant of 55%, interest cover ratio covenant of 225% and a debt to rent cover ratio covenant of 7:1. The facility is subject to quarterly repayments of £75,000.

As at 30 September 2013, Conygar Dundee Limited, Conygar Hanover Street Limited, Conygar Stafford Limited and Conygar St Helens Limited jointly maintained a facility with Barclays Bank PLC of up to £19,212,000 (2012: £20,000,000) of which £19,212,000 (2012: £20,000,000) had been drawn down. This facility is repayable on or before 20 August 2016 and is secured by fixed and floating charges over the assets of Conygar Dundee Limited, Conygar Hanover Street Limited, Conygar Stafford Limited and Conygar St Helens Limited. The facility is subject to a maximum loan to value covenant of 56% (2012: 58%) and an interest cover ratio covenant of 225%. The loan is amortised by 1% of the outstanding loan amount per quarter, if the loan to value is greater than 40%.

Price Risk

The Group's exposure to changing market prices on the value of financial instruments may have an impact on the carrying value of financial instruments and would arise principally as a result of entering into swaps or similar transactions to fix interest rates on the Group's borrowings. The Group's policies for managing this risk are to control the levels of fixed rate debt as set out under interest rate risk above.

Capital Risk Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

While the Group does not have a formally approved gearing ratio, the objective above is actively managed through the direct linkage of borrowings to specific property. The Group seeks to ensure that secured borrowing does not exceed 70% of the current market value of such property.

Fair Values of Financial Assets and Financial Liabilities

The fair values of all the Group's financial assets and liabilities are set out below:

	Book Value 30 Sep 13 £'000	*Book Value 30 Sep 12* £'000	*Fair Value 30 Sep 13* £'000	*Fair Value 30 Sep 12* £'000
Financial Assets				
Cash	31,629	31,515	31,629	31,515
Trading investments	–	1,257	–	1,257
Loans to joint ventures	6,559	5,564	6,559	5,564
Financial Liabilities				
Floating rate borrowings	70,512	69,387	70,512	69,387
Fixed rate borrowings	–	11,538	–	11,424
Interest rate swaps	230	939	230	939
Preference share liability	–	–	–	–

NOTES TO THE ACCOUNTS (continued)

29. Financial instruments (continued)

The fair values of all the Company's financial assets and liabilities are set out below:

	Book Value 30 Sep 13 £'000	*Book Value 30 Sep 12 £'000*	*Fair Value 30 Sep 13 £'000*	*Fair Value 30 Sep 12 £'000*
Financial Assets				
Cash	14,164	21,403	14,164	21,403
Loans to joint ventures	6,559	5,564	6,559	5,564
Financial Liabilities				
Preference share liability	–	–	–	–

Derivative Financial Instruments

	Protected rate %	*Expiry*	*Market Value at 30 Sep 13 £'000*	*Market Value at 30 Sep 12 £'000*
£13.3 million (2012: £21.8 million) swap	1.33 (2012: 1.33)	Feb 2015	(128)	(393)
£12.7 million (2012: £12.7 million) swap	1.33 (2012: 1.33)	Feb 2015	(121)	(229)
£15.3 million (2012: £15.3 million) swap	0.99 (2012: 0.99)	Feb 2015	(75)	(153)
£15.2 million (2012: £16 million) swap	1.055 (2012: 1.055)	Aug 2016	(32)	(199)
£4 million (2012: £4 million) cap	1.00 (2012: 1.00)	Aug 2016	41	35
£10.9 million (2012: £nil) cap	0.75 (2012: n/a)	April 2016	85	–
			(230)	(939)

The valuation of the swaps was provided by JC Rathbone Associates Limited, is a tier 2 valuation and represents the change in fair value since execution. The fair value is derived from the present value of the future cash flows discounted at rates obtained by means of the current yield curve appropriate for those instruments.

The fair value of the Group's trade debtors and other receivables and trade creditors and other payables is not considered to vary from historic cost due to the short term nature of these financial assets and liabilities. As such, they are excluded from the disclosure.

INVESTMENT PROPERTY PORTFOLIO
for the year ended 30 September 2013

Property Address	Total Area (sq ft)
Industrial	
Aberdeen	
Aker Village, Kirkhill Industrial Estate	192,218
Blantyre	
Unit B Watt Place, Hamilton International Technology Park, Blantyre	34,338
Brighouse	
Armytage Road	50,390
Clevedon	
Units 5a, 5b, 5c, 6a and 6b Tweed Road Industrial Estate	31,024
Hemel Hempstead	
3 Cherry Trees Lane	–
Kettering	
Travis Perkins/Kettering Tiles, Linnell Way	18,329
Livingston	
3/3a Baird Road, Kirkton Campus	13,752
Livingston	
Development Site, Kirkton Campus	–
Milton Keynes	
Advantage One, Third Avenue, Bletchley	28,348
Runcorn	
Units 1001/1004 Lime Court, Manor Park	56,153
Stafford	
Elster Metering, Tollgate Business Park	55,181
Stratford Upon Avon	
Swan Development, Avenue Farm Industrial Estate	33,965
Uddingston	
Unit 6, Bedlay View, Tannochside Park	31,102
Witham	
3, 16 and 18 Freebournes Road	145,902
Worcester	
Unit 15b Blackpole Trading Estate	100,135
Leisure	
Dundee	
Kingscourt Leisure Complex, Douglas Road	87,360

INVESTMENT PROPERTY PORTFOLIO (continued)
for the year ended 30 September 2013

	Total Area (sq ft)
Offices	
Ashby de la Zouch	
Ashby Park, Ashby de la Zouch	138,342
Birmingham	
Norfolk House, Birmingham	114,841
Dundee	
Compass House, Dundee	30,342
Farnborough	
Brennan House, Farnborough Aerospace Centre	30,010
Fleet	
Integration House, Ancells Business Park, Rye Close	11,679
Fleet	
Waterfront Business Park, Fleet Road	36,739
Leeds	
Brunswick Point	62,873
Lincoln	
Witham Park House, Lincoln	105,345
Livingston	
1 Garbett Road, Kirkton Campus	5,032
Livingston	
6 Fleming Road, Kirkton Campus	10,108
Maidenhead	
Geoffrey House, Vanwall Business Park	29,460
Northampton	
Charles House, Northampton	28,213
Reading	
AdVantage Reading, Castle Street	24,915
Swindon	
Pagoda Park, Westmead Drive	41,112
Warrington	
Kelvin II, Kelvin Close, Birchwood Park	50,553
Warrington	
The Links, Kelvin Close	26,194
Welwyn Garden City	
Units 3–6 Silver Court, Watchmead	29,756

INVESTMENT PROPERTY PORTFOLIO (continued)
for the year ended 30 September 2013

	Total Area (sq ft)
Retail	
Ayr	
156 and 158 – 160 High Street	8,601
Ayr	
52/56 Newmarket Street	10,717
Bletchley	
The Brunel Centre	96,640
Felixstowe	
York House, 96 – 102a Hamilton Road	19,545
Hinckley	
70 – 76 Castle Street	5,367
Horsham	
7 West Street	4,929
Rugeley	
Shrewsbury Arms Shopping Mall, High Street	9,633
St Helens	
1 Cotham Street, St Helens	41,619
Wolverhampton	
Network House, Wolverhampton	33,127
Retail Warehouse	
Birmingham	
Trident Retail Park	29,485
Coventry	
Halfords, 36 Foleshill Road	14,888
Total Area	**1,928,262**

GLOSSARY OF TERMS

AIM	The AIM market of the London Stock Exchange PLC
EPRA	European Public Real Estate Association
EPRA EPS	A measure of earnings per share designed by EPRA to present underlying earnings from core operating activities
EPRA NAV	A measure of net asset value designed by EPRA presenting net asset value excluding the effects of fluctuations in value in instruments that are held for long term benefit, net of deferred tax
EPS	Earnings per share, calculated as the earnings for the period after tax attributable to members of the parent Company divided by the weighted average number of shares in issue in the period
Equivalent Yield	The constant capitalisation rate which, if applied to all cash flows from an investment property, equates to the market rent
Net Initial Yield	Annual net rents expressed as a percentage of the investment property valuation
NAV	Net asset value
Reversionary Yield	The anticipated yield which the Net Initial Yield will rise to once the rent reaches the ERV
Conygar	The Conygar Investment Company PLC
TAP	The Advantage Property Income Trust Limited
Loan to Value	The amount of borrowing divided by the value of investment property expressed as a percentage
PBT	Profit before taxation
UK	United Kingdom
ERV	Estimated Rental Value being the open market rent as estimated by the Company's valuers
NNNAV or Triple Asset Value	A measure of net asset value taking into account asset revaluations, the fair value of debt and any associated tax effects
Passing Rent	The annual gross rental income excluding the effects of lease incentives
Tenant Break	An option in a lease for a tenant to terminate that lease early
Lease Re-gear	A mutual re-negotiation of a lease between landlord and tenant prior to a lease expiry date
Average Unexpired Lease Length	The average unexpired lease term expressed in years weighted by rental income
Rent-Free Period	A lease incentive offering the tenant a period without paying rent
Vacancy Rate	The estimated rental value of vacant properties expressed as a percentage of the total estimated rental value of the portfolio

The Conygar Investment Company PLC
(Company Number 4907617)
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the offices of Wragge & Co LLP, 3 Waterhouse Square, 142 Holborn, London EC1N 2SW on 6 February 2014 at 4.00 pm for the following purposes:

Resolutions 1 to 7 are ordinary resolutions and resolutions 8 and 9 are special resolutions.

ORDINARY BUSINESS

Ordinary Resolutions

1 To receive the Company's annual accounts for the financial year ended 30 September 2013 together with the last directors' report, the last directors' remuneration report and the auditors report on those accounts and the auditable part of the remuneration report.

2 To approve the directors' remuneration report for the financial year ended 30 September 2013.

3 To re-appoint Rees Pollock as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company at a remuneration to be determined by the directors of the Company.

4 To re-appoint the following director who retires by rotation:

Nigel Jonathan Hamway

5 To re-appoint the following director who retires by rotation:

Steven Mark Vaughan

6 To declare a final dividend of 1.5 pence per Ordinary Share in respect of the year ended 30 September 2013. This dividend will be paid on 13 February 2014 to the holders of Ordinary Shares at close of business on 10 January 2014.

SPECIAL BUSINESS

7 That the directors be and are generally and unconditionally authorised for the purposes of section 551 Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 (1) of the Act) up to an aggregate nominal amount of £500,000.00 (comprising 10,000,000 Ordinary Shares (as defined in the Company's Articles)) provided that this authority is for a period expiring at the next Annual General Meeting of the Company after the passing of this resolution but the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all subsisting authorities to the extent unused. Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired. This authority is in substitution for all subsisting authorities to the extent unused.

Special Resolutions

8 That subject to the passing of resolution 7 above, the directors of the Company be and are empowered pursuant to section 571 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560(1) of the Act) wholly for cash pursuant to the authority conferred by the previous resolution as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

(a) in connection with an offer of such securities by way of rights to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such

NOTICE OF ANNUAL GENERAL MEETING (continued)

shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

(b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £500,000.00 (comprising 10,000,000 Ordinary Shares (as defined in the Company's Articles));

and shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

9 That the Company be and is generally and unconditionally authorised for the purposes of section 701(1) of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) on the London Stock Exchange of Ordinary Shares of £0.05 each in the capital of the Company provided that:

(a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 13,323,195 (representing fifteen per cent of the Company's issued ordinary share capital);

(b) the minimum price which may be paid for such shares is £0.05 per share;

(c) the maximum price which may be paid for an Ordinary Share shall not be more than 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased;

(d) unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company's next Annual General Meeting or 12 months from the date of passing this resolution, if earlier; and

(e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

Registered Office
Fourth Floor
110 Wigmore Street
London
W1U 3RW

By Order of the Board
P A Batchelor
Company Secretary

2 December 2013

NOTICE OF ANNUAL GENERAL MEETING (continued)

Notes

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
4. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

   To appoint a proxy using the proxy form, the form must be

   - completed and signed;
   - sent or delivered to the Company at Share Registrars Ltd, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or ;
   - scanned and emailed to proxies@shareregistrars.uk.com or;
   - faxed to 01252 719232 and;
   - received by the Company no later than 4.00pm on 4 February 2014.

   In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

   Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

8. In order to revoke a proxy instruction you will need to inform the Company using the following method:

   - By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited (Proxies), Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

   The revocation notice must be received by the Company no later than 4.00pm on 4 February 2014.

   If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

   Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

NOTICE OF ANNUAL GENERAL MEETING (continued)

Communication

9. Except as provided above, members who have general queries about the Meeting should email the Company Secretary on peterbatchelor@conygar.com (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 4.00 pm on 4 February 2014 shall be entitled to attend and vote at the Meeting.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual.

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCO Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual.

The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent 7RA36 by the latest time(s) for receipt of proxy appointments specified above. 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 by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of CREST by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

The Conygar Investment Company PLC
(Company Number 4907617)
(the "Company")

Annual General Meeting

FORM OF PROXY

I/We ....

of ....

....

being (a) member(s) of the Company, hereby appoint ....

of ....

or failing him the Chairman of the Meeting (see note 2) as my/our proxy to vote for me/us on my behalf as directed below at the Annual General Meeting of the Company to be held at the offices of Wragge & Co LLP, 3 Waterhouse Square, 142 Holborn, London EC1N 2SW on 6 February 2014 at 4.00pm and at any adjournment thereof. I/we request such proxy to vote on the following resolutions as indicated below:

Resolution Number	Resolution	For	Against	Vote Withheld
Ordinary Resolutions				
1	To receive the Company's annual accounts for the financial year ended 30 September 2013.			
2	To approve the directors' remuneration report for the financial year ended 30 September 2013.			
3	To re-appoint Rees Pollock as auditors at a remuneration to be determined by the directors of the Company.			
4	To re-appoint the following director who retires by rotation: Nigel Jonathan Hamway.			
5	To re-appoint the following director who retires by rotation: Steven Mark Vaughan.			
6	To declare a final dividend of 1.5 pence per Ordinary Share.			
7	To give a directors' authority to allot equity securities up to an aggregate nominal amount of £500,000.00.			
Special Resolutions				
8	To give a directors' authority to disapply pre-emption rights and allot equity securities.			
9	To give a share buyback authority of up to a maximum aggregate number of ordinary shares of 13,323,195.			

Names of joint holders (if any) ....

Date ....

Signed ....

Notes:

1. Please indicate with an "X" in the appropriate boxes how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
   (a) on any resolution referred to above if no instruction is given in respect of that resolution; and
   (b) on any business or resolution considered at the meeting other than the resolutions referred to above.
2. If you wish to appoint someone other than the chairman of the meeting as your proxy please insert their name. If you insert no name then you will have appointed the chairman of the meeting as your proxy. A proxy need not be a member of the Company.
3. In the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised in writing.
4. In the case of joint holders, the votes of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the Register.
5. To be effective, this Form of Proxy, duly executed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified or office copy thereof) must be lodged at the Company's Registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL, by 4.00pm on 4 February 2014.
6. Any alterations to this form of proxy should be initialled.
7. Completion of this form will not prevent you from subsequently attending and voting at the meeting in person, in which case any votes cast by proxy will be excluded.
8. This Form of Proxy has been sent to you by post. It may be returned in hard copy form by post or by hand to the Company's Registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL. In each case, the proxy appointment must be received no later than 4:00pm on 4 February 2014 together with any authority (or a notarially certified copy of such authority) under which it is signed.

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