



# **£6,000,000,000 Multicurrency Programme**

## **Investor Report**

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**Last Reporting Date to current Reporting Date**

**30 September 2016 to 31 March 2017**

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**28 June 2017**

**£6,000,000,000 Multicurrency Programme  
Investor Report**

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## 1. SUMMARY

### (A) Security Group Debt Summary

Debt Instrument	Nominal Amount	Ratings		
		S&P	Fitch	Moody's
Bonds (A3 – A13 Notes)	£3,213,979,500	AA	AA	Not Rated
ACF Facilities	£55,000,000	Not Rated	Not Rated	Not Rated
ECP	£391,736,337	Not Rated	Not Rated	P-1
Unsecured Loans/Overdraft	£1,060,523	Not Rated	Not Rated	Not Rated
<b>Total</b>	<b>£3,661,776,360</b>			

### (B) Security Group Debt Priority Summary\*

	Last Period 30 September 2016	Current Period 31 March 2017	Change
Priority 1 Debt	£2,704,311,500	£3,268,979,500	17.3%
Priority 2 Debt	0	0	0%
Subordinated Debt	0	0	0%
Unsecured Debt	£345,767,157	£392,796,860	13.6%
<b>Total</b>	<b>£3,050,078,657</b>	<b>£3,661,776,360</b>	<b>20.1%</b>

\* This refers to gross debt outstanding in the Security Group.

### (C) Portfolio Summary

	Last Period 30 September 2016	Current Period 31 March 2017	Change
Total Collateral Value*	£12,962,975,900	£12,929,523,250	-0.3%
Annualised Gross Rental Income (as per P/L) for Estate	£525,961,522	£502,464,603	-4.5%
Number of Further Credit Assets	5	5	-
Number of Property Holdings**	115	108	-7

\* After insolvency carve-out of £4.8m.

\*\*Including 8 (30 September 2016: 8) properties held in Further Credit Assets.

### (D) Ratio Summary

	Priority 1 Debt**	Priority 2 Debt	Unsecured Debt	Total Debt
LTV*	25.2%	0.0%	3.1%	28.3%

\* Proforma LTV, adjusting for bonds held to maturity in treasury, is 22.9%

\*\* Principal Account Balances (refer to F) have been allocated against Priority 1 Debt.

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## (E) Covenant Regime

Tier (1,2 or 3)	Tier 1
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## (F) Principal Account Balances

	Last Period	Current Period	Change
Disposal Proceeds Account	£493,099	£8,993,251	£8,500,152
Income Replacement Account	Nil	Nil	Nil
Debt Collateralisation Account	Nil	Nil	Nil
Liquidity Reserve Account	Nil	Nil	Nil
Specific Tax Reserve Account	Nil	Nil	Nil
General Tax Reserve Account	Nil	Nil	Nil

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## 2. PORTFOLIO SUMMARY

Portfolio Information				
Number of Property Holdings in Securitisation Estate <sup>1</sup>				108
Number of Further Credit Assets in Securitisation Estate				5
Additional Obligors since last Reporting Date				0
Additional Further Credit Assets since last Reporting Date				0
Additional Mortgaged Properties since last Reporting Date				0
Released/Disposed Obligors since last Reporting Date				0
Released/Disposed Mortgaged Properties since last Reporting Date				7
Released Further Credit Assets Since last Reporting Date				0
Disposal Threshold (30% of Market Value)				£3,971,168,550
Disposal Threshold Value <sup>2</sup>				£222,825,000
Aggregate Value of Mortgaged Properties (as of most recent Valuation), including Further Credit Assets				£12,934,323,250
Sector Concentration Limits	Max % TCV	% TCV as at last Reporting Date	% TCV on Reporting Date	change %
Office	85	47.7	48.1	0.4
Shopping Centres and Shops	60	37.7	39.1	1.4
Retail Warehouses	55	6.5	6.5	-
Industrial	20	0.0	0.0	-
Residential	20	1.6	1.1	-0.5
Leisure and Hotels	20	6.5	5.1	-1.4
Other	15	0.0	0.0	-

<sup>1</sup> This number includes 8 properties held in the 5 further credit assets in the Security Group Estate.

<sup>2</sup> The Disposal Threshold was reset in August 2016 following Rating Affirmations from Fitch and S&P.

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Geographic Concentration Limits	Max % TCV	% TCV as at last Reporting Date	% TCV on Reporting Date	Change %
London	100	65.9	66.7	0.8
Rest of South East and Eastern	40	15.7	16.1	0.4
Midlands	40	1.6	1.0	-0.6
Wales and South West	40	3.2	3.1	-0.1
North	40	10.1	9.5	-0.6
Scotland and Northern Ireland	40	3.6	3.6	-
Non-UK	5	0.0	0.0	-

### Tenant Concentration Limits

Top 10 tenants as a percentage of aggregate passing rent of Estate	24.9% of Aggregate Passing Rent of the Estate
Single largest tenant by Passing Rent and percentage of aggregate Passing Rent*	£33.8m with 6.6% of Aggregate Passing Rent of the Estate
Single tenant concentration limit	15% of Aggregate Passing Rent of the Estate
<b>*Only applies to non-government tenants and those with ratings below AA by Fitch and/or S&amp;P</b>	

### Developments <sup>(1)</sup>

Number of new Board-approved Developments since last Reporting Date (incl. Non-Mortgaged Properties) <sup>(2)</sup>	Nil
Aggregate Projected Development spend from date of report to PC date <sup>(3)</sup>	£88,300,000
Aggregate percentage of Developments that are pre-let/pre-sold (based on projected annualised rental income or presales at completion of development, weighted against total development cost)	62.6%

#### Notes:

(1) Uncompleted, Board approved Developments as at 31 March 2017

(2) Last Reporting Date is 30 September 2016

(3) Refers to cash spend for uncompleted Board approved developments only.

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## 3. FINANCING SUMMARY

### (A) Bonds issued under Programme

Notes	Bonds in issue (£)	Bonds held in treasury (£)	Net bonds in issue (£)	Expected Maturity	Final Maturity	Ratings	
						S&P	Fitch
Class A3	255,328,000	208,639,000	46,689,000	31/03/2020	31/03/2022	AA	AA
Class A4	210,675,000	183,807,000	26,868,000	27/02/2024	27/02/2026	AA	AA
Class A5	608,251,000	23,503,000	584,748,000	31/03/2025	31/03/2027	AA	AA
Class A6	317,518,000	21,000	317,497,000	30/09/2027	30/09/2029	AA	AA
Class A7	322,207,500	1,249,000	320,958,500	31/07/2030	31/07/2032	AA	AA
Class A10	300,000,000	271,859,000	28,141,000	29/09/2023	29/09/2025	AA	AA
Class A11	500,000,000	-	500,000,000	07/02/2034	07/02/2036	AA	AA
Class A12	400,000,000	-	400,000,000	08/02/2024	08/02/2026	AA	AA
Class A13	300,000,000	-	300,000,000	08/02/2029	08/02/2031	AA	AA
<b>Total</b>	<b>3,213,979,500</b>	<b>689,078,000</b>	<b>2,524,901,500</b>				

### (B) Other Facilities under Programme

Facility Type	Amount (£)	Expected Maturity	Final Maturity	Ratings	
				S&P	Fitch
ACF Facility	1,380,000,000	25/03/2022	25/03/2022	Not Rated	Not Rated
ACF Facility	435,000,000	14/06/2022	14/06/2022	Not Rated	Not Rated
Bilateral Facility	125,000,000	31/01/2021	31/01/2021	Not Rated	Not Rated
<b>Total</b>	<b>1,940,000,000</b>				

### (C) Liquidity Analysis

#### Liquidity Requirements

Required Liquidity Amount	£Nil
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#### Liquidity Facility Availability

Amount of Committed Liquidity Facilities	£Nil
Amount credited to Income Replacement Account	£Nil

#### Liquidity Drawings

Required Liquidity Drawings	£Nil
Liquidity Facility Available for Drawing	£Nil
Liquidity Drawn (Lesser of Required Drawings and Available for Drawing)	£Nil

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### Liquidity Facility Shortfall

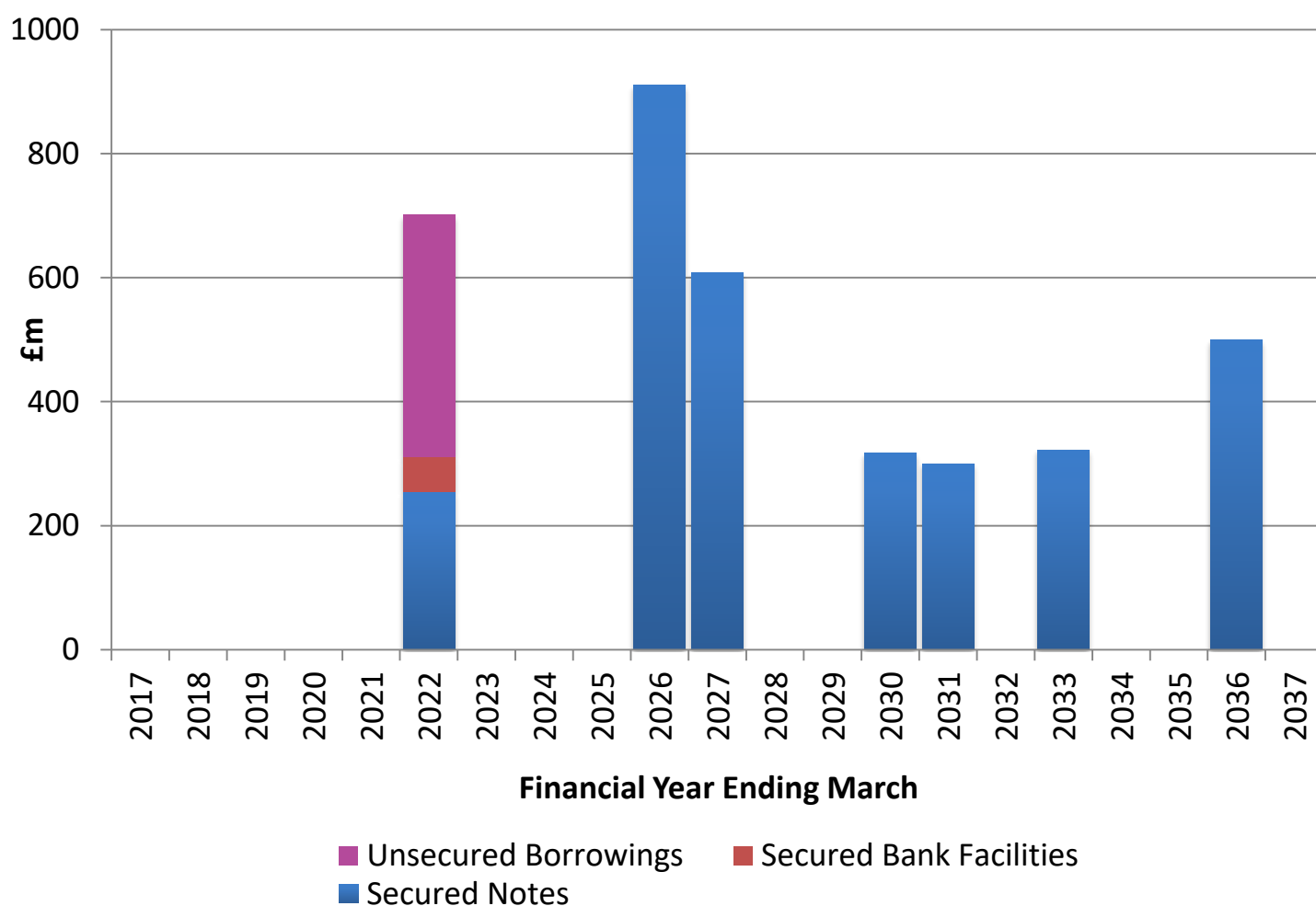
Required Liquidity Drawings	£Nil
Liquidity Facility Available for Drawing	£Nil
Shortfall (Lesser of Required Drawings less Available for Drawing and Zero)	£Nil

### Liquidity Facility Balance

Liquidity Opening Balance	£Nil
Less: Repayment	£Nil
Plus: Liquidity Drawn	£Nil
Liquidity Balance Brought Forward	£Nil

### Maturity Analysis

## Debt Maturity Chart as at 31 March 2017





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## 4. COVENANTS SUMMARY

### (A) Financial Covenant Tests

Test	
<ul style="list-style-type: none"> <li><b>LTV</b></li> </ul> <p>(Security Group Net Debt Outstanding divided by the Total Collateral Value multiplied by 100)</p>	<b>28.3%</b>
<ul style="list-style-type: none"> <li> <b>Security Group Net Debt Outstanding</b>  aggregate of each Obligor's Financial Indebtedness then outstanding including loan guarantees, loan indemnities or similar instruments, Performance Bonds, ICL Loans corresponding to zero coupon or indexed notes, Guarantees of any of the above </li> </ul>	£3,661,776,360
<b>less</b> Amounts in Debt Collateralisation Account, Disposal Proceeds Account, Approved Blocked Account, and the value of any Eligible Investments made with funds standing to the credit of the above accounts	(£8,993,251)
<b>Subtotal</b>	<b>£3,652,783,109</b>
<ul style="list-style-type: none"> <li><b>Total Collateral Value</b>  the Market Value of the Estate as shown in the most recent Valuation Report on the Estate as adjusted by: </li> </ul>	£11,491,022,000
<b>deducting</b> the Market Value of any Mortgaged Property (other than a Trading Property) valued in connection with the most recent Valuation Report on the Estate which has been Disposed of after the date thereof; and the Market Value attributable to each Mortgaged Property (the legal and beneficial title of which is owned by an Obligor which has ceased to be under Common Control) valued in connection with the most recent Valuation Report on the Estate	Nil
<b>deducting</b> insolvency carve-out	(£4,800,000)
<b>adding</b> the Market Value of any Mortgaged Property (other than a Trading Property) added to, and remaining in, the Estate since the most recent Valuation Report on the Estate; an amount equal to all costs of development [incurred/spent] by the Obligors in respect of any Development Projects since the date of the most recent Valuation Reports for such Development Projects, provided that the Development Test is satisfied as of the most recent Calculation Date; and the Market Value of any Mortgaged Property which is a Trading Property	Nil
<b>adding</b> the Agreed Value of any Further Credit Assets	£1,443,301,250
<b>Subtotal</b>	<b>£12,929,523,250</b>

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- **PROJECTED ICR**

(ratio of the Projected EBITDA to the Projected Interest Charges) **4.7x**

- **HISTORICAL ICR**

(means the ratio of the Historical EBITDA to the Historical Interest Charges) **7.1x**

**(B) Potential Events of Default and Events of Default since last Reporting Date**

Details	Action	Rectified
None Occurred	N/A	N/A

No Obligor Event of Default, P1 Trigger Event or P2 Trigger Event has occurred as at this reporting date.

**5. RATING TESTS**

Details
N/A

**6. APPENDIX 1 - CALCULATION CERTIFICATE**

Please see attached