

Company No. 22473

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# WYNNSTAY PROPERTIES PLC

ANNUAL REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 25TH MARCH 2006



# WYNNSTAY PROPERTIES PLC

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## CHAIRMAN'S STATEMENT REPORT OF THE DIRECTORS and FINANCIAL STATEMENTS YEAR ENDED 25TH MARCH 2006

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**WYNNSTAY PROPERTIES PLC**

**DIRECTORS**

P.G.H. COLLINS, LL.B., B.C.L.  
*(Chairman)*

C.P. WILLIAMS, B.Sc., M.B.A., M.R.I.C.S.  
*(Managing Director)*

C.H. DELEVINGNE

P.R. KIRKLAND, F.C.A.  
*(Finance Director & Secretary)*

T.J. NAGLE, B.Th., F.R.I.C.S.

**REGISTERED OFFICE**

Cleary Court, 21 St. Swithin's Lane, London EC4N 8AD  
Tel: 020 7626 3057

**AUDITORS**

MOORE STEPHENS LLP  
St. Paul's House, 8/12 Warwick Lane, London EC4M 7BP

**SOLICITORS**

FIELD FISHER WATERHOUSE LLP  
35 Vine Street, London EC3N 2AA

**NOMINATED ADVISER & BROKER**

CHARLES STANLEY SECURITIES  
25 Luke Street, London EC2A 4AR

**VALUERS**

SANDERSON WEATHERALL  
Washington House, 40-41 Conduit Street, London W1 2YQ

**REGISTRARS**

CAPITA REGISTRARS  
The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU  
Tel: 0870 162 3100

**BANKERS**

C. HOARE & CO.  
37 Fleet Street, London EC4P 4DQ

N.M. ROTHSCHILD & SONS LIMITED  
New Court, St. Swithin's Lane, London EC4P 4DU

# WYNNSTAY PROPERTIES PLC

## CHAIRMAN'S STATEMENT

When I wrote to you 12 months ago, I cautioned that the year under review would be a challenging one for your Company. In the event, the results are satisfactory with profits proving to be resilient, despite adverse cost factors, whilst the value of the property portfolio continued to grow strongly, resulting in a substantial uplift in net asset value per share.

### Overview of results

Profits before property disposals and taxation were £97,000 lower than last year, reflecting a reduction in rents and a one-off pension contribution to which I refer below. However, the year end property revaluation produced a further satisfactory increase in the value of the portfolio and, as a result, Shareholders' Funds rose from £11.90 million to £13.64 million.

The results may be summarised as follows:

	Change	2006	2005
• Profit before property disposals and taxation:	-14.9%	£553,000	£650,000
• Profit on ordinary activities before taxation:	-49.4%	£553,000	£1,093,000
• Basic Earnings per share:	-54.6%	12.2p	26.9p
• Normalised Earnings per share:	-15.9%	12.2p	14.5p
• Dividends per share, paid and proposed:	+3.75%	8.3p	8.0p
• Net asset value per share:	+14.6%	432p	377p (Restated)

### Property Management

A 7% decline in rental income, compared with the previous year, resulted from our office property in Epsom having become vacant at the half year stage, following the expiry of the occupational lease and also reflected the sale of the Bognor Regis property in February 2005.

There has been a considerable amount of management activity in the portfolio during the year, with a number of rent reviews, lease renewals and new leases having been successfully negotiated. We completed the refurbishment and conversion of a large industrial unit at St Neots, Cambridgeshire into three smaller self-contained units and I am pleased to report that all are now income producing. A further unit at this location has recently become vacant and is currently being marketed.

A proactive engagement with our tenants resulted in there being no bad debts during the year.

### Portfolio

For the first time for several years, there have been no investment purchases or sales. We looked at a number of opportunities that were put to us or which we identified but where, after evaluation, we decided not to proceed. In most cases, the prices being sought did not appear sufficiently attractive on investment grounds. Whilst we keep under review the possibility of profitably disposing of older properties, where growth prospects appear limited, we remain mindful of the need to maintain a strong rental income stream.

Our Independent Valuers, Sanderson Weatherall, revalued the Company's portfolio at £20.35 million, an increase of 8.6% compared with £18.74 million last year. Increases were seen across almost the entire portfolio, with the more recently acquired industrial properties continuing to performing particularly well.

As I said in my interim statement, in relation to our office property in Epsom, when an investment of this nature becomes vacant, there is an opportunity to consider alternative strategies. In parallel with marketing the building for its existing office use we have decided to take advantage of the continuing strength in the residential market and have applied for planning consent to construct an additional floor whilst converting the two existing upper floors to provide a total of 11 residential units with the ground and first floors remaining as offices. If our application proves successful, this should realise substantial added value. I hope to have further information to report at the time of the Annual General Meeting at the end of July.

Within the portfolio, following the revaluation, the industrial sector now accounts for 55% by value, with the balance of 45% divided equally between offices and retail.

### Borrowings and Gearing

Net borrowings at the year end were £5.68 million, compared with £5.93 million and, as a result of Shareholders' Funds having increased by £1.74 million, net gearing at the year end fell to 42% compared with 50% as restated last year.

We have recently successfully renewed and increased our loan facility with N.M. Rothschild & Sons Limited for a further five year period on improved terms.

## **Dividend**

The Directors are recommending a total dividend for the year of 8.3p per share, compared with 8.0p last year, representing a 3.75% increase. An interim dividend of 2.3p was paid in December 2005 and, subject to approval of Shareholders at the Annual General Meeting, a final dividend of 6.0p per share will be paid on 3rd August 2006 to Shareholders on the register on 7th July 2006.

## **Outlook**

Until we have reinvested recent sale proceeds and have come to a decision on the future of the Epsom property, rental income in the current year is expected to show a modest decline. On the other hand, costs should be somewhat lower which will assist in maintaining profit levels. The results this year will benefit from the release of deferred tax provisions no longer required amounting to £159,000. It is difficult to predict at this stage whether property values will continue to grow at similar levels to those seen over recent years.

The Board's view is that in the current market conditions, it remains important to be very selective in only making property acquisitions which will increase shareholder value in the medium to longer term. Nevertheless, with our modest levels of gearing and renewed borrowing facility, we remain in a strong financial position to make further investments if the right opportunities become available. Your Board remains committed to growing the Company over the coming years.

## **Board and Management Changes**

Michael Cheesmer, who retired in March 2006, joined Wynnstay in its centenary year, 1986, when the Company's portfolio was valued at just £3.6 million, compared with its present value of over £20 million. The intervening years have seen many ups and downs in the economy, in the property market as well as a number of changes at Wynnstay. Michael has made an extremely valuable contribution to the development of your Company over these past twenty years, during which time he remained totally committed to Wynnstay. In recognition of his services, the Board agreed to enhance his pension arrangements by making a special net one-off contribution of £57,000 to his scheme during the year. Shareholders will be aware that Wynnstay is not a company which has paid large bonuses in the past, nor has Michael benefited from share options during his long term of office. In such circumstances the Board considered that this payment was fully merited and I am sure you will join with me in wishing him and his wife, Hazel, a long and happy retirement together. We look forward to continuing to see them both, as Shareholders, at our future Annual General Meetings.

Michael has been succeeded as Managing Director by Paul Williams, who joined Wynnstay at the end of February 2006 following a recruitment programme conducted by professional consultants. Paul, aged 48, is a Chartered Surveyor and has spent his entire career in commercial property including, latterly, a fourteen year period with MEPC. I welcome him to the Company and am very confident that he will play a major part in taking the Company forward.

Ian Lockhart has been our longest serving director, having joined the Board in 1972. He has been a source of considerable wisdom and experience in overseeing Wynnstay's development and we are very sorry that ill health forced him to take the decision to retire at the end of the financial year. I am sure that you will wish to join with me in sending our thanks and best wishes to both Ian and to his wife Rosanna.

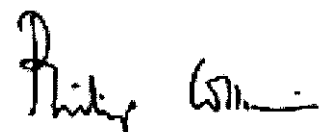
Alan Domin, our property manager, retired at the end of 2005, having first joined Wynnstay in 1983. He dealt with a wide range of practical issues both in relation to the Company's portfolio as well as in managing properties for clients. We are grateful to him and extend our best wishes for a long and happy retirement.

## **Annual General Meeting**

Our Annual General Meeting will be held at the Royal Automobile Club at 12 noon on Thursday 27th July 2006 and, as always, I would encourage as many Shareholders as possible to attend this important event which provides an opportunity to learn more about Wynnstay, to meet the Directors as well as other Shareholders.

## **Colleagues and Advisers**

I have already thanked those who have recently left Wynnstay. I would also like to express grateful appreciation to my colleagues and our professional advisers for their endeavours, support and advice over the past year.



Philip G.H. Collins  
*Chairman*

20th June 2006

# WYNNSTAY PROPERTIES PLC

## REPORT OF THE DIRECTORS 2006

The Directors present their One Hundred and Twentieth Annual Report, together with the audited Financial Statements of the Company and its subsidiaries for the year ended 25th March 2006.

### Principal Activity

The principal activity of the Group during the year continued to be that of Property Owners, Developers and Managers.

### Results and Dividends

A review of the business for the year and of the future prospects of the Group is included in the Chairman's Statement on pages 3 and 4. The financial statements are set out on pages 10 to 22.

The profit for the year after taxation amounted to £385,000 (2005 - £850,000). Details of movements in reserves are set out in note 18 to the financial statements on page 21.

The Directors have decided to recommend a final dividend of 6.0 pence per share for the year ended 25th March 2006 payable on 3rd August 2006 to those Shareholders on the register on 7th July 2006. This dividend, together with the interim dividend of 2.3 pence paid on 15th December 2005, represents a total for the year of 8.3 pence (2005 - 8.0 pence).

### Fixed Assets

The investment properties have been valued by Sanderson Weatherall on the basis of Market Value at 25th March 2006. The movement in Fixed Assets is set out in Note 10 on Page 18.

### Directors

The Directors holding office during the financial year under review and their beneficial and non-beneficial interests in the ordinary share capital of the Company at 25th March 2006 and 25th March 2005 are shown below:-

		Ordinary Shares of 25p	
		25.3.06	25.3.05
P.G.H. Collins	Non-Executive Chairman	854,036	854,036
M.L. Cheesmer (resigned 20th February 2006)	Managing Director		20,000
C.P. Williams (appointed 20th February 2006)	Managing Director	-	
C.H. Delevingne	Non-Executive Director	-	-
P.R. Kirkland	Finance Director and Secretary	8,000	8,000
I.S. Lockhart (resigned 25th March 2006)	Non-Executive Director	64,100	67,900
T.J. Nagle	Non-Executive Director	13,000	13,000

The holdings shown above in respect of Mr. P.G.H. Collins include 232,796 shares held non-beneficially at both dates. The holdings shown in respect of Mr. I.S. Lockhart include non-beneficial interests of 54,100 shares at 25th March 2006 and 57,900 shares at 25th March 2005. The only change in the foregoing shareholdings between 25th March 2006 and the date of this report has been the transfer of a non-beneficial interest in 1,600 shares by Mr. P.G.H. Collins to his daughter.

Mr. T.J. Nagle was appointed Senior Independent Non-Executive Director from 25th March 2006, following the resignation of Mr. I.S. Lockhart on that date.

Mr. C.P. Williams and Mr. P.R. Kirkland each have service agreements with the Company. Under the respective terms thereof, their employment is subject to six months' notice of termination by either party.

In accordance with the Company's Articles of Association, Mr. P.G.H. Collins retires by rotation who, being eligible, offers himself for re-election. Mr. C.P. Williams, having been appointed a director since the date of the last Annual General Meeting, offers himself for election.

Brief biographies of each of the Directors appear on page 25.

## WYNNSTAY PROPERTIES PLC

### REPORT OF THE DIRECTORS 2006 continued

#### Directors' Emoluments

Directors' emoluments for the year ended 25th March 2006 are set out below:-

	<u>Salaries</u>	<u>Fees</u>	<u>Benefits</u>	<u>Pension</u>	<u>Total 2006</u>	<u>Total 2005</u>
P.G.H. Collins	–	23,000	–	–	23,000	22,000
C.P. Williams	7,991	764	100	–	8,855	–
M.L. Cheesmer	64,088	7,436	4,362	71,400	147,286	98,621
C.H. Delevingne	–	8,200	–	–	8,200	7,850
P.R. Kirkland	70,250	8,200	1,063	7,025	86,538	83,054
I.S. Lockhart	–	8,200	–	–	8,200	7,850
T.J. Nagle	–	8,200	–	–	8,200	7,850
Total 2006	<u>£142,329</u>	<u>£64,000</u>	<u>£5,525</u>	<u>£78,425</u>	<u>£290,279</u>	
Total 2005	<u>£141,000</u>	<u>£61,250</u>	<u>£10,875</u>	<u>£14,100</u>		<u>£227,225</u>

#### Directors' Responsibilities in respect of the preparation of Financial Statements

Company Law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss of the Group for that period. In preparing those financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently.
- Make judgements and estimates that are reasonable and prudent.
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Directors' and Officers' Liability Insurance

The Group has maintained Directors' and Officers' insurance as permitted by the Companies Act 1985.

#### Substantial Interests

At the date of this report, the Directors have been notified or are aware of the following interests, which are in excess of three per cent of the issued Ordinary Share Capital of the Company:

	<b>No. of Ordinary Shares of 25p</b>	<b>Percentage of Issued Share Capital</b>
Mr P.G.H. Collins	852,436	27.01%
York & District Investment Company Limited	380,839	12.07%
Mr H.J.A. Bird	179,280	5.68%

## WYNNSTAY PROPERTIES PLC

### REPORT OF THE DIRECTORS 2006 continued

#### Employees

Where appropriate, employees are informed on issues which are of interest to, or concern them. The Group's policy is to recruit and develop its employees on the basis of their suitability, experience and aptitude and regardless of sex, creed, race, nationality or disability.

#### Payment to Suppliers

It is the Group's policy to pay suppliers according to agreed terms and conditions, provided that these are met. The Group does not have a standard or code which deals specifically with the payment of suppliers. The average period in the case of the parent company for which payment was outstanding during the year ended 25th March 2006 was 18 days (2005 – 21 days).

#### Corporate Governance

The Company has considered the principles and provisions of the Combined Code issued by the Committee on Corporate Governance in July 2003 and applied them to the extent considered appropriate by the Board given the size of the Group.

- The Company is headed by an effective Board which leads and controls the Group.
- There is a clear division of responsibilities in running the Board and running the Group's business.
- The Board currently comprises two executive and three non-executive Directors. The Chairman is a non-executive member of the Board. *In view of the size of the Group there is no formal procedure for the appointment of new Directors.*
- The Board receives and reviews on a regular basis such financial and operating information appropriate to the Directors being able to discharge their duties. An annual budget is approved by the Board and a revised forecast is prepared at the half year stage. Cashflow and other financial performance indicators are monitored monthly against budget.
- *Directors submit themselves for re-election every three years by rotation in accordance with the Articles of Association.*
- The Board welcomes communication from the Company's Shareholders and positively encourages their attendance at the Annual General Meeting.
- *In view of the current size of the Group and its Board, the establishment of an audit committee or an internal audit department would be inappropriate. However, the auditors to the Group have direct access to the non-executive Chairman.*

#### Remuneration Committee

The Board currently acts as the remuneration committee, the details of the Directors' emoluments being set out above. It is the Company's policy that the remuneration of Directors should be commensurate with services provided by them to the Group.

#### Going Concern

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



## WYNNSTAY PROPERTIES PLC

### REPORT OF THE DIRECTORS 2006 *continued*

#### **Internal Control**

The Directors are responsible for the Group's system of internal financial control, which is designed to provide reasonable, but not absolute, assurance against material misstatement or loss. In fulfilling these responsibilities, the Board has reviewed the effectiveness of the system of internal financial control. The Directors have established procedures for planning and budgeting and for monitoring, on a regular basis, the performance of the Group.

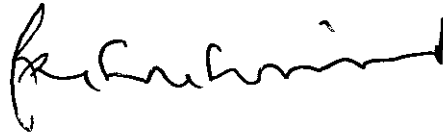
#### **Donations**

The Group made no charitable or political donations during the year.

#### **Annual General Meeting**

The Notice of the Annual General Meeting, to be held on Thursday 27th July 2006, is set out on page 24.

By Order of the Board,  
P.R. KIRKLAND  
*Secretary.*



20th June 2006

## INDEPENDENT AUDITORS' REPORT

### TO THE SHAREHOLDERS OF WYNNSTAY PROPERTIES PLC

We have audited the Group's and Parent Company's financial statements (the "financial statements") of Wynnstay Properties PLC for the year ended 25th March 2006 which are set out on pages 10 to 22. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective Responsibilities of Directors and Auditors

The Directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the other information accompanying the financial statements is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and other transactions is not disclosed.

We read the other information in the annual report and consider the implications for our report if we become aware of any apparent misstatements within it. The other information accompanying the financial statements comprises only the Report of the Directors (including the corporate governance statement), the Chairman's Statement and the five year Financial Review. Our responsibilities do not extend to any other information.

#### Basis of Audit Opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

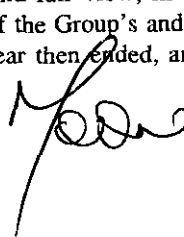
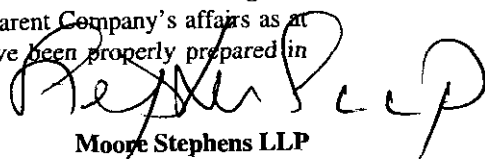
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Opinion

In our opinion the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Group's and the Parent Company's affairs as at 25th March 2006 and of the Group's profit for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

St. Paul's House,  
8/12 Warwick Lane,  
London EC4M 7BP

20th June 2006

  
  
Moore Stephens LLP  
Chartered Accountants  
Registered Auditors

**WYNNSTAY PROPERTIES PLC**  
**CONSOLIDATED PROFIT AND LOSS ACCOUNT YEAR ENDED 25TH MARCH 2006**

	Notes	2006		2005 Restated	
		£'000	£'000	£'000	£'000
<b>Turnover</b>					
Gross Rental Income	1		1,560		1,676
Fees and Commissions			<u>17</u>		<u>17</u>
			1,577		1,693
Property Outgoings	2		<u>(62)</u>		<u>(88)</u>
			1,515		1,605
Administrative Expenses	3		<u>(589)</u>		<u>(523)</u>
<b>Operating Profit</b>			926		1,082
Profit on Disposal of Investment Properties	5		<u>-</u>		<u>443</u>
			926		1,525
Finance Costs	6				
Interest Payable		(385)		(442)	
Investment Income		<u>12</u>		<u>10</u>	
			<u>(373)</u>		<u>(432)</u>
<b>Profit on Ordinary Activities before Taxation</b>			553		1,093
Taxation on Profit from Ordinary Activities	7		<u>(168)</u>		<u>(243)</u>
<b>Profit after Taxation Attributable to Ordinary Shareholders</b>			385		850
Dividends	8		<u>(253)</u>		<u>(243)</u>
<b>Retained Profit for the Financial Year</b>			<u>132</u>		<u>607</u>
Basic Earnings per Share	9		12.2p		26.9p
Normalised Earnings per Share	9		12.2p		14.5p

**WYNNSTAY PROPERTIES PLC**  
**CONSOLIDATED BALANCE SHEET AT 25TH MARCH 2006**

	Notes	2006		2005 Restated	
		£'000	£'000	£'000	£'000
<b>Fixed Assets</b>					
Tangible Assets	10		20,357		18,751
Quoted Investments	12		<u>1</u>		<u>1</u>
			20,358		18,752
<b>Current Assets</b>					
Debtors	13	35		84	
Cash at Bank and in Hand		<u>316</u>		<u>272</u>	
		351		356	
<b>Creditors: Amounts falling due within one year</b>	14	<u>(758)</u>		<u>(704)</u>	
<b>Net Current Liabilities</b>			<u>(407)</u>		<u>(348)</u>
<b>Total Assets Less Current Liabilities</b>			19,951		18,404
<b>Creditors: Amounts falling due after more than one year</b>	14		<u>(6,000)</u>		<u>(6,200)</u>
			13,951		12,204
<b>Provisions for Liabilities and Charges</b>	16		<u>(314)</u>		<u>(304)</u>
<b>Net Assets</b>			<u>13,637</u>		<u>11,900</u>
<b>Capital and Reserves:</b>					
<b>Share Capital</b>	17		789		789
<b>Reserves</b>	18				
Capital Redemption Reserve		205		205	
Share Premium Account		1,135		1,135	
Capital Reserve		151		151	
Revaluation Reserve		<u>6,277</u>		<u>4,672</u>	
Non-Distributable Reserves			7,768		6,163
Profit and Loss Account			<u>5,080</u>		<u>4,948</u>
<b>Equity Shareholders' Funds</b>			<u>13,637</u>		<u>11,900</u>

Approved by the Board on 20th June 2006

P.G.H. Collins

C.P. Williams

} *Paul G. Collins*  
Directors  
*C.P. Williams*

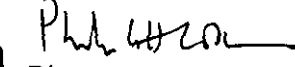

**WYNNSTAY PROPERTIES PLC**  
**BALANCE SHEET AT 25TH MARCH 2006**

	Notes	2006		2005 Restated	
		£'000	£'000	£'000	£'000
<b>Fixed Assets</b>					
Tangible Assets	10		20,357		18,751
Investment in Subsidiaries	11		2,406		2,406
Quoted Investments	12		<u>1</u>		<u>1</u>
			22,764		21,158
<b>Current Assets</b>					
Debtors	13	380		427	
Cash at Bank and in Hand		<u>316</u>		<u>272</u>	
		696		699	
<b>Creditors: Amounts falling due within one year</b>	14	<u>(3,997)</u>		<u>(3,945)</u>	
<b>Net Current Liabilities</b>			<u>(3,301)</u>		<u>(3,246)</u>
<b>Total Assets Less Current Liabilities</b>			19,463		17,912
<b>Creditors: Amounts falling due after more than one year</b>	14		<u>(6,000)</u>		<u>(6,200)</u>
			13,463		11,712
<b>Provisions for Liabilities and Charges</b>	16		<u>(314)</u>		<u>(304)</u>
<b>Net Assets</b>			<u>13,149</u>		<u>11,408</u>
<b>Capital and Reserves:</b>					
<b>Share Capital</b>	17		789		789
<b>Reserves</b>	18				
Capital Redemption Reserve		205		205	
Share Premium Account		1,135		1,135	
Capital Reserve		82		82	
Revaluation Reserve		<u>6,277</u>		<u>4,672</u>	
Non-Distributable Reserves			7,699		6,094
<b>Profit and Loss Account</b>			<u>4,661</u>		<u>4,525</u>
<b>Equity Shareholders' Funds</b>			<u>13,149</u>		<u>11,408</u>

Approved by the Board on 20th June 2006

P.G.H. Collins

C.P. Williams

  
 } Directors  


**WYNNSTAY PROPERTIES PLC**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 25TH MARCH 2006**

	Notes	2006		2005 Restated	
		£'000	£'000	£'000	£'000
<b>Cash Flow from Operating Activities</b>	20(i)		1,004		1,163
<b>Returns on Investment and Servicing of Finance</b>					
Interest Received		10		10	
Interest Paid		<u>(388)</u>		<u>(506)</u>	
<b>Net Cash (Outflow) from Returns on Investment and Servicing of Finance</b>			(378)		(496)
<b>Taxation Paid</b>			(127)		(164)
<b>Capital Expenditure and Financial Investment</b>					
Purchase of Tangible Fixed Assets		(3)		(1,571)	
Disposal of Tangible Fixed Assets		<u>1</u>		<u>1,468</u>	
<b>Net Cash (Outflow) from Investing Activities</b>			(2)		(103)
<b>Equity Dividends Paid</b>			<u>(253)</u>		<u>(243)</u>
<b>Net Cash Inflow before Financing</b>			244		157
<b>Financing</b>					
Drawdown of Bank Loan			-		1,342
Repayment of Bank Loan			<u>(200)</u>		<u>(1,742)</u>
<b>Increase/(Decrease) in Cash in the Period</b>			<u>44</u>		<u>(243)</u>
<b>Reconciliation of Net Cash Flow to Movement in Net Debt</b>					
Increase/(Decrease) in Cash in the Period			44		(243)
Cash Outflow from Debt Financing			<u>200</u>		<u>400</u>
<b>Movement in Net Debt in the Period</b>			244		157
<b>Net Debt at 25th March 2005</b>			<u>(5,928)</u>		<u>(6,085)</u>
<b>Net Debt at 25th March 2006</b>	20(ii)		<u>(5,684)</u>		<u>(5,928)</u>

**WYNNSTAY PROPERTIES PLC**

**OTHER FINANCIAL STATEMENTS FOR THE YEAR ENDED 25TH MARCH 2006**

	2006	2005
	£'000	Restated £'000
<b>STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES</b>		
Profit for the Financial Year after Taxation	385	850
Taxation on Realised Property Revaluation	-	(66)
Unrealised Surplus on Revaluation of Investment Properties	<u>1,605</u>	<u>739</u>
Total Recognised Gains and Losses for the Year	<u><u>1,990</u></u>	<u><u>1,523</u></u>

The Company has adopted FRS 21 in the year ended 25th March 2006 (Note 8). Although this has not impacted on the recognised gains or losses, in either the current or prior years, the net assets of the prior year have increased by £180,000.

**RECONCILIATION OF MOVEMENT OF SHAREHOLDERS' FUNDS**

Opening Shareholders' Funds as at 26th March 2005 as previously reported	11,720	10,449
Prior year adjustment – Final Dividend	<u>180</u>	<u>171</u>
Opening Shareholders' Funds as at 26th March 2005 – restated	11,900	10,620
Profit for the Financial Year after Taxation	385	850
Dividends	(253)	(243)
Other recognised Gains and Losses – as per Statement of Total Recognised Gains and Losses	<u>1,605</u>	<u>673</u>
Closing Shareholders' Funds as at 25th March 2006	<u><u>13,637</u></u>	<u><u>11,900</u></u>

**NOTE OF HISTORICAL COST PROFITS AND LOSSES**

Profit on Ordinary Activities before Taxation	553	1,093
Realisation of Property Revaluation Gains on Previous Years	<u>-</u>	<u>572</u>
Historical Cost Profit on Ordinary Activities before Taxation	<u>553</u>	<u>1,665</u>
Historical Cost Profit for the Year Retained after Taxation and Dividends	<u><u>132</u></u>	<u><u>1,179</u></u>

## WYNNSTAY PROPERTIES PLC

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 25TH MARCH 2006

#### 1. ACCOUNTING POLICIES

##### **Basis of Preparation and Consolidation**

The Group Accounts have been prepared under the historical cost convention, as modified by the revaluation of investment properties, and applicable accounting standards. The consolidated financial statements comprise the results of the Company and its subsidiary undertakings drawn up to 25th March each year.

##### **Depreciation**

In accordance with SSAP 19, Group properties are revalued annually and the aggregate surplus or deficit taken to an Investment Revaluation Reserve. No depreciation or amortisation is provided in respect of freehold investment properties and leasehold investment properties having unexpired terms in excess of 20 years. Leasehold improvements are amortised over the period of the underlying lease.

Depreciation of other fixed assets is on a straight line basis calculated at annual rates estimated to write off each asset over its useful life of 5 years.

##### **Disposal of Investments**

The gains and losses on the disposal of investment properties and other investments are included in the Profit and Loss Account below Operating Profit.

##### **Gross Rental Income**

Gross Rental Income represents the accrued charges under operating leases for rental of the Group's properties and is stated net of Value Added Tax. All income is derived in the United Kingdom.

##### **Repairs and Renewals**

Repairs and renewals are charged to the Profit and Loss Account as incurred.

##### **Deferred Taxation**

Deferred taxation is provided on all timing differences that have originated but not reversed by the Balance Sheet date on a non-discounted basis. Deferred taxation assets are recognised only to the extent that it is more likely than not that there will be suitable taxable profits against which deferred taxation assets are able to reverse.

##### **Investments**

Investments are stated at cost less provision for impairment.

##### **Pensions**

Pension contributions towards employees' pension plans are charged to the Profit and Loss Account as incurred.

#### 2. PROPERTY OUTGOINGS

	2006 £'000	2005 £'000
Rents Payable	5	5
Repairs, Insurance, Rates, etc	(7)	22
Property Management	<u>64</u>	<u>61</u>
	<u>62</u>	<u>88</u>

#### 3. ADMINISTRATIVE EXPENSES

General Administration, including Staff costs	549	482
Auditors' Remuneration: Audit	21	22
Other	17	15
Depreciation and Amortisation	<u>2</u>	<u>4</u>
	<u>589</u>	<u>523</u>

Included within General Administration costs above are pension payments made to a former Director of £5,040 (2005: £4,884).



**WYNNSTAY PROPERTIES PLC**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 25TH MARCH 2006**

<b>4. STAFF COSTS</b>	<b>2006</b>	<b>2005</b>
	<b>£'000</b>	<b>£'000</b>
Staff costs, including Directors, during the year were as follows:		
Wages and Salaries	264	260
Social Security Costs	28	29
Other Pension Costs	<u>78</u>	<u>14</u>
	<u>370</u>	<u>303</u>
Details of Directors' emoluments, totalling £290,279 (2005 – £227,225), are shown in the Report of the Directors on page 6		
	<b>No.</b>	<b>No.</b>
The average number of employees, including Directors, engaged wholly in management and administration was:	8	8
	<b>£'000</b>	<b>£'000</b>
<b>5. PROFIT ON DISPOSAL OF INVESTMENT PROPERTIES</b>	<u>–</u>	<u>443</u>
Capital Gains Tax thereon:		
Current	–	51
Realised Property Revaluation	<u>–</u>	<u>66</u>
	<u>–</u>	<u>117</u>
<b>6. FINANCE COSTS (NET)</b>		
Principal repayable within five years:		
Bank Interest	385	442
Less Investment Income:		
Sundry Interest	<u>(12)</u>	<u>(10)</u>
	<u>373</u>	<u>432</u>
<b>7. TAXATION</b>		
(a) Analysis of the tax charge for the year:		
Corporation Tax on Profit on Ordinary Activities, including Profit on Disposal of Investment Properties	168	246
Prior year over provision	–	(3)
Current tax charge for the year	<u>168</u>	<u>243</u>
(b) Factors affecting the tax charge for the year:		
Profit on Ordinary Activities before Taxation	<u>553</u>	<u>1,093</u>
Corporation tax thereon at 30% (2005 - 30%)	166	328
Expenses not deductible for tax purposes	4	–
Excess of Capital Allowances over depreciation	(2)	–
Indexation allowances on capital gains	–	(82)
Prior year over provision	–	(3)
Current tax charge for the year	<u>168</u>	<u>243</u>

## WYNNSTAY PROPERTIES PLC

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 25TH MARCH 2006

#### 8. DIVIDENDS

In compliance with accounting standard FRS 21, "Events after the Balance Sheet Date", dividends which have been declared after the balance sheet date are no longer recognised as a liability. Accordingly, a prior year adjustment has been made to reflect this change in accounting policy. As a result of adopting this accounting standard, retained earnings increased by £171,000 as at 25th March 2004, and by £180,000 as at 25th March 2005. There has been no effect on previous years' results from adopting this accounting standard.

	2006 £'000	2005 £'000
Final prior year dividend paid in year of 5.7p per share (2004: 5.4p per share)	180	171
Interim current year dividend paid in year of 2.3p per share (2005: 2.3p per share)	73	72
	<u>253</u>	<u>243</u>

The Board recommends the payment of a final dividend of 6.0p per share, which will be recorded in the Financial Statements for the year ending 25th March 2007.

#### 9. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing Profit after Taxation attributable to Ordinary Shareholders of £385,000 (2005: £850,000) by the weighted average number of 3,155,267 ordinary shares in issue during the period (2005: 3,155,267). There are no instruments in issue that would have the effect of diluting earnings per share.

Normalised earnings per share have been calculated by deducting profit after taxation on the disposal of investment properties of £Nil (2005: £392,000), set out in Note 5, from Profit after Taxation attributable to Ordinary Shareholders and dividing the resulting figure by the same weighted average number of shares in issue for each year.

**WYNNSTAY PROPERTIES PLC**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 25TH MARCH 2006**

<b>10. TANGIBLE FIXED ASSETS</b>	<b>Freehold Investment Properties £'000</b>	<b>Leasehold Improve- ments £'000</b>	<b>Vehicles and Equipment Cost £'000</b>	<b>Total £'000</b>
<b>Group and Company</b>				
<b>Cost</b>				
Balance at 25th March 2005	18,740	27	57	18,824
Additions	-	-	3	3
Disposals	(-)	(-)	(23)	(23)
Revaluation Surplus	<u>1,605</u>	<u>-</u>	<u>-</u>	<u>1,605</u>
Balance at 25th March 2006	<u>20,345</u>	<u>27</u>	<u>37</u>	<u>20,409</u>
<b>Depreciation</b>				
Balance at 25th March 2005	-	16	57	73
Charge for the year	-	2	-	2
Disposals	<u>(-)</u>	<u>(-)</u>	<u>(23)</u>	<u>(23)</u>
Balance at 25th March 2006	<u>-</u>	<u>18</u>	<u>34</u>	<u>52</u>
<b>Net Book Values at 25th March 2006</b>	<u>20,345</u>	<u>9</u>	<u>3</u>	<u>20,357</u>
<b>Net Book Values at 25th March 2005</b>	<u>18,740</u>	<u>11</u>	<u>-</u>	<u>18,751</u>

The Group's freehold investment properties were valued at £20,345,000 by Independent Valuers, Sanderson Weatherall, Chartered Surveyors, as at 25th March 2006, in accordance with the RICS Appraisal and Valuation Standards, on the basis of Market Value, defined as:

"The estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction, after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion".

The Valuers have confirmed that this definition produces the same figure as the former definition of Open Market Value.

Freehold investment properties would have been shown at an historical cost of £14,068,000 (2005: £14,068,000) if revaluations had not been undertaken.

## WYNNSTAY PROPERTIES PLC

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 25TH MARCH 2006

11. INVESTMENT IN SUBSIDIARIES	Company	
	2006	2005
	£'000	£'000
Shares at Cost, 25th March 2006 and 2005	2,406	2,406

12. INVESTMENTS	Group		Company	
	2006	2005	2006	2005
	£'000	£'000	£'000	£'000
Quoted Investments	1	1	1	1

The Market Value of Quoted Investments as at 25th March 2006 was Group £3,450 (2005: £3,130)  
Company £3,450 (2005: £3,130).

13. DEBTORS	Group		Company	
	2006	2005	2006	2005
	£'000	£'000	£'000	£'000
<b>Amounts falling due within one year:</b>				
Due from Subsidiary Companies	-	-	345	343
Other Debtors	8	56	8	56
Prepayments	27	28	27	28
	35	84	380	427

#### 14. CREDITORS

<b>Amounts falling due within one year:</b>				
Due to Subsidiary Companies	-	-	3,243	3,243
Current Corporation Tax	90	58	90	58
Other Taxation and Social Security Costs	64	69	63	69
Accruals and Deferred Income	604	577	601	575
	758	704	3,997	3,945

The Company has a bank overdraft facility, secured by a legal charge over one of its freehold properties which at the year end had a value of £405,000. The amount undrawn and available under this facility at 25th March 2006 was £250,000.

<b>Amounts falling due after more than one year:</b>				
Bank Loan	6,000	6,200	6,000	6,200

Interest was fixed at 6.422% per annum on £4,000,000 of the bank loan until 5th June 2006, with interest on the remaining balance being charged at 1.25% per annum over LIBOR and at 1.20% over LIBOR thereafter.

The loan facility is secured by fixed charges over a number of freehold land and buildings owned by the Group, which at the year end had a combined value of £13,510,000. The undrawn element of the loan facility available at 25th March 2006 was £2,000,000. Subsequently this has increased to £2,500,000 following the renewal of the loan facility in the sum of £8,500,000. This loan is repayable on 31st March 2011.

Amounts due to subsidiary companies are interest free and there are no fixed terms for their repayment.

## WYNNSTAY PROPERTIES PLC

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 25TH MARCH 2006

#### 15. FINANCIAL INSTRUMENTS

At 25th March 2006 the Group's financial instruments comprised borrowings and cash at bank and in hand, but excluded short term debtors and short term creditors. The main purpose of these financial instruments was to raise finance for the Group's operations. Throughout the period under review, the Group has not traded in any other financial instruments and the fair value of the Group's financial assets and liabilities at 25th March 2006 is not materially different from their book value. The main risks arising from the Group's financial instruments are interest rate risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below:

##### Interest Rate Risk

The Group finances its operations through a combination of retained profits and bank borrowings. The Group's policy is to borrow at fixed and floating rates of interest. As disclosed in note 14, interest was fixed on £4,000,000 of the Group's bank borrowings until 5th June 2006. Under the terms of its renewed £8,500,000 term loan facility, it is required to fix the interest rate on not less than 60% of the borrowings against this facility on or before 30th September 2006 until 31st March 2011. The Group accepts a degree of interest rate risk, but keeps this under constant review in the light of interest rate movements.

##### Liquidity Risk

As regards liquidity, the Group has ensured continuity of funding, so that the majority of its borrowings should mature more than one year hence. Short term flexibility is achieved by an overdraft facility. Cash at bank and in hand at 25th March 2006 amounted to £316,000. Details of the Company's bank borrowings are set out in note 14.

#### 16. PROVISIONS FOR LIABILITIES AND CHARGES

##### Deferred Taxation – Group and Company

	Advance Corporation Tax £'000	Industrial Buildings Allowances £'000	Total £'000
At 26th March 2005	10	(314)	(304)
ACT utilised against Corporation Tax	(10)	–	(10)
At 25th March 2006	–	(314)	(314)

Deferred taxation is fully provided in the accounts in respect of Advance Corporation Tax ("ACT") recoverable and Industrial Buildings Allowances ("IBAs"). ACT recoverable is provided to the extent that it is foreseeable that it is more likely than not there will be suitable taxable profits against which ACT recognised is able to reverse. In each of the years set out below, IBAs will fall away on completion of 25 years ownership by the Group of the properties concerned at which point, credits against the deferred tax provision will be made to the profit and loss account as follows:

Years ending 25th March:	2007 £'000	2008 £'000	2009 £'000	2012 £'000	Total £'000
	159	117	26	12	314
	159	117	26	12	314

No provision has been made for deferred taxation on gains recognised on the revaluation of investment properties to their market value. The total amount unprovided at 25th March 2006 is £447,000 (2005: £251,000). It is not currently envisaged that any capital gains tax will become payable in the foreseeable future.

	Group		Company	
17. SHARE CAPITAL	2006 £'000	2005 £'000	2006 £'000	2005 £'000
Ordinary Shares of 25p each:				
Authorised	2,000	2,000	2,000	2,000
Allotted, Called Up and Fully Paid	789	789	789	789
	2,789	2,789	2,789	2,789

All shares rank equally in respect of Shareholder rights.

WYNNSTAY PROPERTIES PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 25TH MARCH 2006

18. RESERVES

(i) GROUP

Non-Distributable	Capital Redemption Reserve £'000	Share Premium Account £'000	Capital Reserve £'000	Revaluation Reserve £'000	Total £'000
Balance at 26th March 2005	205	1,135	151	4,672	6,163
Revaluation during year	-	-	-	1,605	1,605
Transfer to Profit and Loss Account	-	-	-	-	-
Balance at 25th March 2006	<u>205</u>	<u>1,135</u>	<u>151</u>	<u>6,277</u>	<u>7,768</u>

Distributable	Profit and Loss Account £'000
Balance at 26th March 2004 – previously reported	3,664
Prior year adjustment – 2004 final dividend	171
Balance at 26th March 2004 – restated	<u>3,835</u>
Transfer from Revaluation Reserve	572
Taxation on realised property revaluation	(66)
Retained profit for the year ended 25th March 2005	607
Balance at 25th March 2005	<u>4,948</u>
Retained profit for the year ended 25th March 2006	132
Balance at 25th March 2006	<u>5,080</u>

(ii) COMPANY

Non-Distributable	Capital Redemption Reserve £'000	Share Premium Account £'000	Capital Reserve £'000	Revaluation Reserve £'000	Total £'000
Balance at 26th March 2005	205	1,135	82	4,672	6,094
Revaluation during year	-	-	-	1,605	1,605
Transfer to Profit and Loss Account	-	-	-	-	-
Balance at 25th March 2006	<u>205</u>	<u>1,135</u>	<u>82</u>	<u>6,277</u>	<u>7,699</u>

Distributable	Profit and Loss Account £'000
Balance at 26th March 2004 – previously reported	3,765
Prior year adjustment – 2004 final dividend	171
Balance at 26th March 2004	<u>3,936</u>
Transfer from revaluation reserve	45
Taxation on realised property revaluation	(5)
Retained profit for the year ended 25th March 2005	549
Balance at 26th March 2005	<u>4,525</u>
Retained profit for the year ended 25th March 2006	136
Balance at 25th March 2006	<u>4,661</u>

As permitted by Section 230 of the Companies Act 1985, the Profit and Loss Account of the Parent Company has not been separately presented in these financial statements, where the profit for the year after taxation was £389,000 (2005: £792,000).

## WYNNSTAY PROPERTIES PLC

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 25TH MARCH 2006

19. SUBSIDIARY COMPANIES	Class of Shares	Percentage Held
William Wheeler (Properties) Ltd. (Dormant) (Shares held by Wynnstay Developments Ltd.)	Ordinary	100%
Wynnstay Developments Ltd.	Ordinary	100%
Wynnstay Management Services Ltd.	Ordinary	100%
York Road (Bognor) Property Co. Ltd. (Dormant)	Ordinary	100%
Marfield Estates Ltd. (Dormant)	Ordinary	100%
Ripple Properties Ltd. (Dormant)	Ordinary	100%

All the above subsidiary companies are incorporated in England and are engaged in property investment, management or development.

#### 20. CONSOLIDATED CASH FLOW STATEMENT

(i) Reconciliation of Operating Profit to Net Cash Inflow from Operating Activities	2006 £'000	2005 £'000
Operating Profit	926	1,082
Depreciation and Amortisation	2	4
Decrease/(Increase) in Debtors	49	(24)
Increase in Creditors	27	101
Net Cash Inflow from Operating Activities	<u>1,004</u>	<u>1,163</u>

(ii) Analysis of Net Debt	25th March 2006 £'000	Cash Movement £'000	26th March 2005 £'000
Cash at Bank and in Hand	316	44	272
Debt due after more than one year	(6,000)	200	(6,200)
Net Debt	<u>(5,684)</u>	<u>244</u>	<u>(5,928)</u>

#### 21. COMMITMENTS UNDER OPERATING LEASES

Annual rental commitments at 25th March 2006 on property leases expiring :-

	Group £'000	Company £'000
More than five years hence	<u>41</u>	<u>41</u>

#### 22. RELATED PARTY TRANSACTIONS

There were no related party transactions other than with the Directors, which have been disclosed under Directors' Emoluments in the Report of the Directors on page 6.

## WYNNSTAY PROPERTIES PLC

### FIVE YEAR FINANCIAL REVIEW

Years Ended 25th March:	2006 £'000	2005 £'000	2004 £'000	2003 £'000	2002 £'000
<b>PROFIT AND LOSS ACCOUNT</b>					
Property Income	1,577	1,693	1,575	1,522	1,454
Profit before Disposal of Investment Properties and Taxation	553	650	651	654	581
Profit before Taxation	553	1,093	732	755	666
Profit after Taxation	385	850	534	584	488
<b>BALANCE SHEET</b>					
Investment Properties	20,345	18,740	17,455	15,495	14,550
Shareholders' Funds	13,637	11,900	10,620	9,537	8,065
<b>PER SHARE</b>					
Basic Earnings	12.2p	26.9p	16.9p	18.5p	15.5p
Dividends paid and proposed	8.3p	8.0p	7.6p	7.2p	6.75p
Net Asset Value	432p	377p	337p	302p	256p

**Note:**

Shareholders' Funds and Net Asset Value per share shown above for the years 2002-2005 have been restated in accordance with the provisions of FRS 21 in respect of dividend accounting.



## WYNNSTAY PROPERTIES PLC

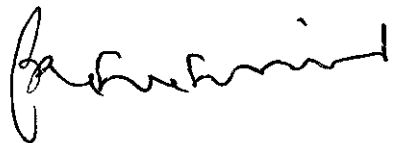
### NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the one hundred and twentieth ANNUAL GENERAL MEETING of the Members of Wynnstay Properties PLC will be held at The Royal Automobile Club, 89 Pall Mall, London SW1Y 5HS on Thursday, 27th July 2006, at 12.00 noon to transact the following business:

#### ORDINARY BUSINESS

1. To adopt the Report of the Directors and the Financial Statements for the year ended 25th March 2006.
2. To declare a Dividend.
3. To re-elect as a Director, Mr. P.G.H. Collins, who retires by rotation.
4. To elect as a Director, Mr. C.P. Williams.
5. To fix the remuneration of the Directors.
6. To re-appoint Moore Stephens LLP as Auditors.
7. To authorise the Directors to determine the remuneration of the Auditors.

Registered Office:  
Cleary Court  
21 St. Swithin's Lane  
London EC4N 8AD



By Order of the Board,  
P.R. KIRKLAND  
Secretary.  
20th June 2006

#### Notes:

1. A Member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and on a poll to vote in his stead. The proxy need not be a Member of the Company. Proxies must be lodged at the office of the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU at least 48 hours before the time appointed for the Meeting.
2. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those Shareholders registered in the register of members of the Company as at 12.00 noon on 25th July 2006, shall be entitled to attend or vote at the Annual General Meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries on the relevant register of securities after 12.00 noon on 25th July 2006 shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
3. Copies of the following documents will be available for inspection at the Company's registered office during normal business hours on any weekday from the date of this Notice until the date of the Annual General Meeting and for 15 minutes prior to and during the Meeting:
  - (i) the register of Directors' interests in shares of the Company kept in accordance with Section 325 of the Companies Act 1985; and
  - (ii) copies of the service agreements under which Directors of the Company are employed by the Company.

## WYNNSTAY PROPERTIES PLC

### BIOGRAPHIES OF THE DIRECTORS

**Philip G.H. Collins (Non-Executive Chairman)** aged 58, is a Solicitor and was appointed Chairman of the Office of Fair Trading from 1st October 2005, prior to which he was a partner in an international firm based in the City where he specialised in E.U. law, with particular emphasis on competition issues. Previously, after practising for some years in the corporate and commercial field, he was seconded for a period to work as Chief Legal Adviser in an industrial group. Appointed a Director of Wynnstay Properties in 1988 and elected Chairman in October 1998.

**Christopher Paul Williams (Managing Director)** aged 48 is a Chartered Surveyor and holds a Degree in Land Management as well as an MBA. He has spent his entire career in commercial property including, latterly, a fourteen year period with MEPC where he held a number of senior positions. Paul has also worked for Lloyds TSB, Legal & General, GE Pensions and Credit Suisse Asset Management and joined Wynnstay Properties as Managing Director in February 2006.

**Charles H. Delevingne (Non-Executive)** aged 56. After spending his early career as a partner with prominent estate agencies, in 1981 he founded Harvey White Properties Limited, a substantial private commercial property investment company, which he continues to own and operate jointly. Appointed to the Board in June 2002.

**Peter R. Kirkland (Finance Director and Company Secretary)** aged 59, is a Chartered Accountant. On qualifying, he worked for a City merchant bank for three years. He has since held directorships with a number of quoted companies, including Clayform Properties (now Development Securities) and following five years with a major construction group, he joined Wynnstay Properties in 1995 and was appointed to the Board the following year.

**Terence J. Nagle (Senior Independent Non-Executive)** aged 63, is a Chartered Surveyor who has spent his entire career in property with companies which include Mobil Oil and Rank Xerox. In 1972 he joined Brixton Estate and was Property Director from 1984 to 1993 and Managing Director from 1993 to 1997. Appointed a Director of Wynnstay Properties in October 1998.

**WYNNSTAY PROPERTIES PLC**  
**SUMMARY OF PROPERTY PORTFOLIO**  
**AT 25TH MARCH 2006**

Aldershot, Eastern Road	Industrial Unit
Alton, Newman Lane	Industrial Unit
Basingstoke, Crockford Lane	3 Industrial Units
Chessington, Oakcroft Business Park	3 Industrial Units
Colchester, North Hill	Offices
Colchester, Short Wyre Street	4 Retail Units
Cosham, High Street	Offices
Crawley, Whitworth Road	Industrial Unit
Diss, Vinces Road	Industrial Unit
Dorking, High Street	4 Retail Units
Epsom, Depot Road	Offices
Gosport, High Street	Retail Unit
Heathfield, Station Road	5 Industrial Units
Hertford, Hertingfordbury Road	2 Industrial Units
Midhurst, North Street	Retail Unit
Norwich, City Trading Estate	6 Industrial Units
St. Neots, Huntingdon Street	6 Industrial Units
Shirley, High Street	Retail Unit
Twickenham, Third Cross Road	4 Industrial Units
Uckfield, Bell Lane	4 Industrial Units

*All the above properties are Freehold.*