

COMPANY REGISTRATION NUMBER: 00866347

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED
FINANCIAL STATEMENTS
31 DECEMBER 2020



COHEN ARNOLD
Chartered Accountants & statutory auditor
New Burlington House
1075 Finchley Road
London
NW11 0PU

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED
FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2020

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METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

STRATEGIC REPORT

YEAR ENDED 31 DECEMBER 2020

The directors present their strategic report for the year ended 31 December 2020.

In accordance with Section 414A(1) of the Companies Act 2006 (Strategic Report and Directors' Report), we have prepared a strategic report which includes a review of the Company's business and future developments, a description of the principal risks and uncertainties facing the Company and the Company's key performance indicators. The purpose of the strategic report is to inform members of the Company and help them assess how the directors have performed their duty under section 172 of the Companies Act 2006 (duty to promote the success of the Company).

PRINCIPAL ACTIVITIES AND BUSINESS MODEL

The principal activity of the Company is property investment in commercial, industrial and residential properties in the UK. From time to time the Company undertakes new developments and also the redevelopment of existing properties. The Company's business model is generally to hold its properties for the long term in order to generate rental income and capital appreciation. However, each of the Company's investment properties is considered to be potentially for sale in the right circumstances. There has been no significant change in the nature of the company's business activities during the year under review, nor is any envisaged in the immediate future.

RESULTS

The profit for the year of £4.9 million (2019: £5.8 million) has been transferred to reserves.

BUSINESS REVIEW

The profit for the year before tax was £8.2 million (2019: £8.1 million) with its constituents being fairly similar to last year. Rents and service charges receivable were £6.2 million (2019: £5.7 million) and property expenses £4.5 million (2019: £3.8 million).

Profit on disposal of investment property totalled £0.4 million (2019: £0.4 million) during the year, representing sales of lease extensions.

The Company is financed by inter-group loans and pays interest on these loans at 6.51% (2019: 6.44%).

A professional valuation of all the Company's investment portfolio was carried out at 31 December 2020 by Colliers International Property Advisers UK LLP, RICS Registered Valuers. The valuation totalled £74.8 million (2019: £73.9 million) producing a surplus of £0.9 million (2019: £1.2 million) which has been included in the profit and loss account and other comprehensive income. Of the Company's property portfolio at valuation, £56.3 million is residential (2019: £53.1 million) and £18.5 million is commercial (2019: £20.8 million). The amount presented in the balance sheet has been shown net of £18,789 relating to lease incentives (2019: £17,902) and grossed up by an amount of £23,567 relating to finance lease assets (2019: £23,725).

The UK'S decision to leave the European Union continues to create uncertainty as the outcomes of subsequent negotiations and new trade deals are as yet unknown. However, the immediate future will be dominated by the fallout from actions taken to stop the spread of the Covid-19 pandemic. Whilst constraints on the economy are being progressively removed, the speed with which activity will return towards normal is by no means clear. Indeed doubt remains whether patterns of behaviour adopted during the "lockdown" such as working from home, avoiding public transport, shops, restaurants and other leisure facilities will persist in the long term. A deepening of the UK recession is widely predicted for when the temporary measures taken to sustain the economy are discontinued later this year; opinions differ as to its likely depth and duration.

These issues constitute the environment within which we will have to operate for the coming year. We firmly believe that our tried and tested approach of prudence and risk minimisation together with

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

STRATEGIC REPORT *(continued)*

YEAR ENDED 31 DECEMBER 2020

the careful conservation of financial resources, that has served us well in good times and bad, will see us safely through.

We remain committed to the pursuit of the long term growth in net asset value created by projects of development and enhancement designed to generate significant increases in rental values. The timing of major projects is driven by general economic conditions, planning, and construction timetables, and does not necessarily align with the annual reporting cycle.

Whilst it is extremely difficult to see with any clarity what the immediate future holds, the fundamentals of the Company are strong and its external gearing is low. This gives us confidence that once the UK economy emerges from this difficult period the Company will be well placed for continued growth.

KEY PERFORMANCE INDICATORS (KPIs)

The Board monitors the Company's progress against its strategic objectives and the financial performance of its operations on a regular basis. Performance is assessed against the strategy and expectations using financial and non-financial measures. The most significant KPIs used by the Company are as follows:

	2020 £	2019 £
Investment property at fair value	74,782,288	73,916,184
Profit before tax	8,220,600	8,128,283
Net valuation gains on investment property	866,104	1,220,174
Rent and service charges receivable less property outgoings	<u>1,750,443</u>	<u>1,929,120</u>

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks to which the Company is exposed are:

- Tenant defaults
- Reduced demand for office space if the current trend for home working becomes permanent, and for retail premises if consumers' preference for making purchases online increases still further
- Damage to properties from flood, fire, or terrorist action
- Changes in regulations on building standards, environmental, or health and safety rules
- Increases in the cost of borrowing
- Inappropriate acquisitions
- Planning, construction and letting risk in relation to redevelopment activity
- The economic cycle generally, including impacts from Covid-19.

The Company seeks to manage or mitigate such risks wherever possible through such measures as insurance, tenant screening and monitoring, fixed rate borrowing, rigorous review of acquisition and development opportunities, external expert advice and regular monitoring of the economic outlook.

Overall, in spite of the risks, the Company's prudent long term approach to property investment gives the directors confidence for the future.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

STRATEGIC REPORT *(continued)*

YEAR ENDED 31 DECEMBER 2020

This report was approved by the board of directors on 20 September 2021 and signed on behalf of the board by:



J S Southgate
Company Secretary

Registered office:
Freshwater House
158-162 Shaftesbury Avenue
London
WC2H 8HR

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2020

The directors present their report and the financial statements of the company for the year ended 31 December 2020.

DIRECTORS

The directors who served the company during the year were as follows:

B S E Freshwater
D Davis

The Articles of Association of the company do not require the directors to retire by rotation. Neither director has a service contract with the company.

The majority of the day-to-day management of the company's properties and its operations is carried out by Highdorn Co. Limited. Mr BSE Freshwater is a director of, but has no beneficial interest in the share capital of, Highdorn Co. Limited.

RESULTS AND DIVIDENDS

The results for the year are set out in the attached profit and loss account and explanatory notes. The financial position of the company at the year end is set out in the attached balance sheet and explanatory notes.

The company did not pay a dividend in the year (2019: £nil). The directors do not propose a final dividend for the year (2019: £nil).

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

DONATIONS

During the year the company made no charitable donation nor political contribution.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 DECEMBER 2020

AUDITOR


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

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Subsequent to the year end, KPMG LLP resigned as auditor of the company and Cohen Arnold was appointed as auditor.

The auditor is deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

This report was approved by the board of directors on 20 September 2021 and signed on behalf of the board by:



J S Southgate
Company Secretary

Registered office:
Freshwater House
158-162 Shaftesbury Avenue
London
WC2H 8HR

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF METROPOLITAN
PROPERTIES CO. (F.G.C.) LIMITED
YEAR ENDED 31 DECEMBER 2020

OPINION

We have audited the financial statements of Metropolitan Properties Co. (F.G.C.) Limited (the 'company') for the year ended 31 December 2020 which comprise the profit and loss account and other comprehensive income, balance sheet, statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

CONCLUSIONS RELATING TO GOING CONCERN

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

However, due to the current macro-economic impact of the Covid-19 pandemic and the higher level of uncertainty observed in the economy, including the uncertainty surrounding Brexit and the associated potential financial costs, we cannot predict all future events or conditions. As subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF METROPOLITAN
PROPERTIES CO. (F.G.C.) LIMITED *(continued)*
YEAR ENDED 31 DECEMBER 2020

OTHER INFORMATION

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF METROPOLITAN
PROPERTIES CO. (F.G.C.) LIMITED *(continued)*
YEAR ENDED 31 DECEMBER 2020

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company, and determined that the most relevant to the presentation of the financial statements are those that relate to the reporting legislation (UK GAAP and the Companies Act 2006), the relevant tax regulations in the United Kingdom, the Landlord and Tenant Act, the UK General Data Protection Regulation (GDPR), Health & Safety Regulations and the Bribery Act. We understood how the company is complying with those frameworks through discussion with the directors and senior management, and by identifying the company's policies and procedures regarding compliance with laws and regulations. We also identified those members of management who have the primary responsibility for ensuring compliance with laws and regulations, and for reporting any known instances of non-compliance to the directors. We communicated these identified frameworks amongst our audit team and remained alert to any indications of non-compliance throughout the audit. We ensured that the engagement team had sufficient competence and capability to identify or recognise non-compliance with laws and regulations.
- We discussed with the directors and senior management the policies and procedures regarding compliance with these legal and regulatory frameworks.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur, by reviewing the company's identified risks and enquiry with the directors and senior management during the planning and finalisation phases of our audit. The susceptibility to such material misstatement was determined to be low.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF METROPOLITAN
PROPERTIES CO. (F.G.C.) LIMITED *(continued)*
YEAR ENDED 31 DECEMBER 2020

- Based on this understanding we designed our audit procedures to identify non-compliance with the identified legal and regulatory frameworks, which were part of our procedures on the related financial statement items. Our procedures included reviewing the company's internal controls policies and procedures, reviewing the minutes of board meetings and correspondence with regulatory bodies including HMRC, testing transactions outside the normal course of the business and journal entries, and discussions with the directors and senior management.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it. In addition, as with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF METROPOLITAN
PROPERTIES CO. (F.G.C.) LIMITED *(continued)*
YEAR ENDED 31 DECEMBER 2020

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

USE OF OUR REPORT

This report is made solely to the company's members, as a body, in accordance with chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Dov Harris (Senior Statutory Auditor)

For and on behalf of
Cohen Arnold
Chartered Accountants & statutory auditor

New Burlington House
1075 Finchley Road
London
NW11 0PU

20 SEP 2021

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED
PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME
YEAR ENDED 31 DECEMBER 2020

	Note	2020 £	2019 £
TURNOVER	4	6,205,758	5,702,458
Cost of sales		<u>(4,455,315)</u>	<u>(3,773,338)</u>
GROSS PROFIT		1,750,443	1,929,120
Administrative expenses		(535,873)	(532,993)
Net valuation gains on investment property		866,104	1,220,174
Profit on disposal of investment property		361,214	439,119
Release provision against amounts due from fellow subsidiary companies		<u>539,562</u>	<u>50,692</u>
OPERATING PROFIT	5	2,981,450	3,106,112
Interest receivable		9,213,716	8,780,799
Interest payable	7	<u>(3,974,566)</u>	<u>(3,758,628)</u>
PROFIT BEFORE TAXATION		8,220,600	8,128,283
Tax on profit	8	<u>(3,350,309)</u>	<u>(2,329,696)</u>
PROFIT FOR THE FINANCIAL YEAR AND TOTAL COMPREHENSIVE INCOME		<u>4,870,291</u>	<u>5,798,587</u>

All the activities of the company are from continuing operations.

The notes on pages 14 to 25 form part of these financial statements.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

BALANCE SHEET

31 DECEMBER 2020

	Note	2020		2019	
		£	£	£	£
FIXED ASSETS					
Investment properties	9		74,782,288		73,916,184
Investments	10		<u>23,613,156</u>		<u>23,613,156</u>
			98,395,444		97,529,340
CURRENT ASSETS					
Debtors	11	153,367,803		144,881,360	
Cash at bank and in hand		<u>3,305,126</u>		<u>7,025,687</u>	
		156,672,929		151,907,047	
CREDITORS: amounts falling due within one year	12	<u>(95,384,607)</u>		<u>(95,794,940)</u>	
NET CURRENT ASSETS			<u>61,288,322</u>		<u>56,112,107</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			159,683,766		153,641,447
CREDITORS: amounts falling due after more than one year	13		(23,396)		(23,567)
PROVISIONS FOR LIABILITIES & CHARGES	15		<u>(10,155,106)</u>		<u>(8,982,907)</u>
NET ASSETS			<u>149,505,264</u>		<u>144,634,973</u>
CAPITAL AND RESERVES					
Called up share capital	17		1,000		1,000
Profit and loss account	18		<u>149,504,264</u>		<u>144,633,973</u>
TOTAL EQUITY			<u>149,505,264</u>		<u>144,634,973</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

These financial statements were approved by the board of directors and authorised for issue on 20 September 2021, and are signed on behalf of the board by:



B S E Freshwater
Director

Company registration number: 00866347

The notes on pages 14 to 25 form part of these financial statements.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 31 DECEMBER 2020

	Called up share capital £	Profit and loss account £	Total £
AT 1 JANUARY 2019	1,000	138,835,386	138,836,386
Profit for the year		<u>5,798,587</u>	<u>5,798,587</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	–	5,798,587	5,798,587
AT 31 DECEMBER 2019	1,000	144,633,973	144,634,973
Profit for the year		<u>4,870,291</u>	<u>4,870,291</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	–	4,870,291	<u>4,870,291</u>
AT 31 DECEMBER 2020	<u>1,000</u>	<u>149,504,264</u>	<u>149,505,264</u>

The balance on the profit and loss account at 31 December 2020 includes £62,573,142 of unrealised profits which are not available for distribution.

The notes on pages 14 to 25 form part of these financial statements.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2020

1. GENERAL INFORMATION

Metropolitan Properties Co. (F.G.C.) Limited (the "Company") is a company limited by shares and incorporated in the UK. The Company's Registered Office is Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR. The presentation currency of these financial statements is sterling.

2. STATEMENT OF COMPLIANCE

These financial statements have been prepared in compliance with the provisions applicable to companies subject to the small companies' regime and voluntarily adopting the disclosure requirements of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. ACCOUNTING POLICIES

Basis of preparation

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

The financial statements have been prepared under the historical cost convention except that investment property is measured at fair value.

The outbreak of the Covid-19 pandemic in the first six months of 2020 and the associated lockdown has had a negative impact on the macro economy and the particular market that the company, together with the other members of the Metropolitan Properties Company Limited group (referred to as "the group"), operate in. The directors have placed a particular focus on the group's going concern assessment and have considered the principal risks to the group. This assessment has considered the various probable outcomes of the pandemic on the group's operations and its future financial performance over the next 12 months, including a severe but plausible decline in revenues, an increase in impairment of rent arrears and a reduction in property values. The directors have also considered the likelihood of the group's loan covenants being breached in the coming 12 months and remedy packages in the event that these covenants are breached. Uncertainty surrounding Brexit and the associated potential financial costs may also have a negative impact. These risks are beyond the control of the group and represent uncertainty to the revenue and cash flow of the company for the foreseeable future.

Notwithstanding these uncertainties, the directors have concluded that it is appropriate for the financial statements to be prepared in accordance with the accounting principles appropriate to a going concern and that there is no material uncertainty to this position, as the directors have a reasonable expectation that the company has adequate resources under all plausible circumstances to continue in operational existence for the foreseeable future by meeting its liabilities and commitments as they fall due.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 23.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 31 DECEMBER 2020

3. ACCOUNTING POLICIES *(continued)*

Disclosure exemptions

The Company's immediate parent undertaking, Metropolitan Properties Company Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Metropolitan Properties Company Limited are prepared in accordance with FRS102 and are available to the public and may be obtained from Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR.

In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to the end of the period;
- Cash Flow Statement and related notes;
- Key Management Personnel compensation; and
- Basic and Other Financial Instruments.

Turnover

Turnover comprises rents and service charges receivable. Rental income from investment property leased out under operating leases is recognised in the profit and loss account on a straight line basis over the period to the first break clause. Lease incentives granted to tenants are recognised on a straight line basis over the period to the first break clause. Service charge income is recognised as the services are provided.

Property outgoings

The costs of repairs are recognised in the profit and loss account in the year in which they are incurred.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is expected tax payable or receivable on the taxable income or loss for the year, using rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Provision is made for consideration payable to or receivable from other group undertakings for the surrender of losses under group relief provisions.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 31 DECEMBER 2020

3. ACCOUNTING POLICIES *(continued)*

Taxation *(continued)*

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. For investment property that is measured at fair value, deferred tax is provided at the rate and allowances applicable to the sale of the property.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Investments

Investments are held at cost, less provision for any impairment.

Investment properties

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are recognised initially at cost.

Subsequent to initial recognition

- Investment properties are held at fair value. Any gains or losses arising from changes in the fair value are recognised in the profit and loss account in the period that they arise; and
- No depreciation is provided in respect of investment properties applying the fair value model.

Investment property fair value is based on a valuation by an external, independent valuer, having an appropriate recognised professional qualification and recent experience in the location and class of property being valued.

The company's interests in some of its investment properties are in the form of long and short leases as opposed to freehold ownership. The company recognises as liabilities amounts payable under head leases and a corresponding leased asset, which is included in investment property. These leased investment properties are initially recorded at the present value of the remaining lease payments and are then subsequently carried at fair value. In calculating the present value of lease payments, the company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 31 DECEMBER 2020

3. ACCOUNTING POLICIES *(continued)*

Investment properties *(continued)*

Disposals of properties

The company generally holds its properties for the long term in order to generate rental income and capital appreciation although in the right circumstances any property could be available for sale. When an outright sale does occur the resulting surplus based on the excess of sales proceeds over valuation is included within the company's profit, and taxation applicable thereto is shown as part of the taxation charge. Disposals are recognised on the date the significant risks and rewards of ownership have been transferred and when it is probable that the economic benefits will flow to the company. In addition the company also 'sells' leasehold extensions when requested by leaseholders. The proceeds of these leasehold extension sales, less directly applicable costs, are also included in profit on disposal of investment properties.

Financial instruments

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 entity after deducting all its financial liabilities.

Basic financial instruments

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Trade and other debtors

Trade and other debtors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate for a similar debt instrument.

Trade and other creditors

Trade and other creditors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate for a similar debt instrument.

Income and expenses

Interest receivable and interest payable:

Interest income and interest payable are recognised in the profit and loss account as they accrue, using the effective interest method.

Borrowing costs that are directly attributable to the acquisition, construction or redevelopment of an asset that takes a substantial time to be prepared for use are expensed as incurred.

Interest payable and similar expenses include interest payable on intercompany loans and late payment charges.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 31 DECEMBER 2020

3. ACCOUNTING POLICIES *(continued)*

Related party transactions

The company has taken advantage of the exemptions in FRS102 in order to dispense with the requirements to disclose transactions with other companies in the Metropolitan Properties Company Limited group.

4. TURNOVER

Turnover arises from:

	2020	2019
	£	£
Rents receivable	4,571,374	4,434,906
Service charges receivable	1,634,384	1,267,552
	<u>6,205,758</u>	<u>5,702,458</u>

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

5. OPERATING PROFIT

Operating profit or loss is stated after charging/crediting:

	2020	2019
	£	£
Fees payable for the audit of the financial statements	74,400	74,400
Movement in provision for bad debts	516,899	158,615
Impairment of bad debts	1,015	(21,842)
Impairment of group debtors	<u>539,562</u>	<u>50,692</u>

Amounts receivable by the company's auditor in respect of services to the company, other than the audit of the company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the company's immediate parent undertaking, Metropolitan Properties Company Limited.

6. PARTICULARS OF EMPLOYEES

The staff provided by the property and administrative management company, Highdorn Co. Limited, are engaged under joint employment contracts with a fellow subsidiary undertaking of the Company and their costs subsequently recharged to the Company at a level appropriate to the activity of the Company. These recharges, which amounted to £417,769 during the year (2019: £421,993) and which represented an average of 9 staff (2019: 9), are included within administrative expenses. In addition to the above, the company's property outgoings includes the following employment costs relating to portage staff:

	2020	2019
	£	£
Wages & Salaries	122,659	126,662
Social Security Costs	8,775	9,063
Other pension costs	3,835	2,696
	<u>135,269</u>	<u>138,421</u>

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 31 DECEMBER 2020

6. PARTICULARS OF EMPLOYEES *(continued)*

The average number of portorage staff employed during the year was 7 (2019: 7).

7. INTEREST PAYABLE

	2020	2019
	£	£
Interest on banks loans and overdrafts	1,043	1,628
Interest on obligations under finance leases and hire purchase contracts	3,523	–
Group interest payable	3,970,000	3,757,000
	<u>3,974,566</u>	<u>3,758,628</u>

8. TAX ON PROFIT

Major components of tax expense

	2020	2019
	£	£
Current tax:		
Adjustments in respect of prior periods	910	(1,304)
Consideration payable / (receivable) for group relief	2,177,200	2,106,682
Total current tax	<u>2,178,110</u>	<u>2,105,378</u>
Deferred tax:		
Origination and reversal of timing differences	115,386	224,318
Impact of change in tax rate	1,056,813	–
Total deferred tax	<u>1,172,199</u>	<u>224,318</u>
Tax on profit	<u>3,350,309</u>	<u>2,329,696</u>

Reconciliation of tax expense

The tax assessed on the profit on ordinary activities for the year is higher than (2019: higher than) the standard rate of corporation tax in the UK of 19% (2019: 19%).

	2020	2019
	£	£
Profit on ordinary activities before taxation	8,220,600	8,128,283
Profit on ordinary activities by rate of tax	1,561,914	1,544,374
Adjustment to tax charge in respect of prior periods	910	(1,304)
Effect of expenses not deductible for tax purposes	27,926	–
Effect of capital allowances and depreciation	(3,465)	(3,861)
Impact of change in tax rate	1,056,813	–
Timing differences on unrealised gains	(49,174)	(7,515)
Disallowed provisions	756,283	798,128
Land remediation relief	(898)	(126)
Tax on profit	<u>3,350,309</u>	<u>2,329,696</u>

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 31 DECEMBER 2020

8. TAX ON PROFIT *(continued)*

Factors that may affect future tax expense

It was announced in the March 2020 Budget that the planned reduction in the UK corporation tax rate to 17%, which was to be effective from 1 April 2020, would not be implemented. This change was substantively enacted on 17 March 2020. It was announced in the March 2021 Budget that the main UK corporation tax rate will increase to 25% from 1 April 2023.

The deferred tax liability at 31 December 2020 has been calculated based on the rate of 19% (2019: 17%).

9. INVESTMENT PROPERTIES

	Freehold property £	Long leasehold property £	Short leasehold property £	Total £
Fair value				
At 1 January 2020	60,693,344	6,448,866	6,773,974	73,916,184
Revaluations	(1,878,258)	3,276,562	(532,200)	866,104
Reclassifications	(815,000)	1,971,421	(1,156,421)	–
At 31 December 2020	58,000,086	11,696,849	5,085,353	74,782,288
Carrying amount				
At 31 December 2020	58,000,086	11,696,849	5,085,353	74,782,288
At 31 December 2019	60,693,344	6,448,866	6,773,974	73,916,184

Investment properties held at valuation

An independent professional revaluation of the Company's property was carried out at 31 December 2020 by Colliers International Property Advisers UK LLP, RICS Registered Valuers. The revaluation figures are based on open market value assessed in accordance with the RICS Valuation - Professional Standards (2014).

The aggregate professional valuations included in the above table have been reduced by an amount of £18,789 (2019: £17,902) relating to lease incentives included in trade debtors and have been increased by an amount of £23,567 (2019: £23,725) relating to finance lease assets, with the corresponding liability shown in creditors.

Valuation techniques and key inputs

The company's residential apartments and houses (£56.3 million, 2019: £53.1 million) were valued using a sales valuation approach, derived from recent comparable transactions in the market, adjusted by applying discounts to reflect status of occupation and condition. The largest discounts were applied to those properties subject to registered tenancies, reflecting the relative difference in security of tenure, whilst the smallest discounts were applied to those properties subject to assured shorthold tenancies. Sales value assumptions were in the range £271 to £1,256 (2019: £258 to £1,310) per square foot.

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 31 DECEMBER 2020

9. INVESTMENT PROPERTIES *(continued)*

The company's commercial units (£18.5 million, 2019: £20.8 million) were valued using the income capitalisation method, requiring the application of an appropriate market based yield to net operating income. Adjustments are made to allow for voids when less than five years are left under the current tenancy and to reflect market rent at the point of lease expiry or rent review. Equivalent yields used were in the range 7.02% to 12.45% (2019: 6.87% to 11.99%) with an average of 8.74% (2019: 8.33%) and estimated rental values used were in the range £4.84 to £112.58 (2019: £5.22 to £127.57) per square foot, with an average of £24.50 (2019: £25.49) per square foot.

Historical cost model

The historical cost of investment properties at 31 December 2020 is £2,076,040 (2019: £2,076,040).

10. INVESTMENTS

	Shares in group undertakings £
Cost	
At 1 January 2020 and 31 December 2020	<u>23,613,156</u>
Impairment	
At 1 January 2020 and 31 December 2020	<u>—</u>
Carrying amount	
At 31 December 2020	<u>23,613,156</u>
At 31 December 2019	<u>23,613,156</u>

The company's subsidiary undertakings, which all carry on investment activity unless otherwise indicated, are shown below:

Beechworth Management Limited* (Management services)
Calabar Developments Limited* (Dormant)
Calabar Estates Limited*
Calabar (Flats) Limited*
Calabar Properties Limited*
Calabar (Wellingborough) Limited*
Calabar (Woolwich) Limited* (Dormant)
Carntress Limited (Dormant)
Chonzie Limited (Dormant)
Colguy Properties Limited* (Dormant)
Davidbury Investments Limited* (Dormant)
Deritend Investments (Birkdale) Limited* (Dormant)
Deritend Investments (Cheetham) Limited*
Deritend Investments (Crumpsall) Limited*
Deritend Investments (Tyseley) Limited* (Dormant)
Derno Estates Limited*

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 31 DECEMBER 2020

10. INVESTMENTS *(continued)*

E. Alec Colman Investments Limited
Ediscum Limited*
Firville Investments Limited
Gultree Limited (Dormant)
Henry Davies Developments Limited
K.S. Investments Limited*
Lonfor Securities Limited (Dormant)
Metropolitan Properties Co. (Colman) Limited*
Metropolitan Property Realizations Limited
Metropolitan Properties Co. (Regis) Limited
Metropolitan (Roebuck) Limited (Dormant)
Norman Sinclair (Manchester) Limited (Dormant)
Philcol Properties Limited*
Philedor Estates Limited*
Ralprims Investments Limited* (Dormant)
Rathrap Limited (Dormant)
Retia Phoenix Homes Limited* (Dormant)
Retia Phoenix Limited*
Savile Estates limited
Westhampton Properties Limited*

*Indirectly owned

All the above companies, in which the company owns, either directly or indirectly, 100% of the equity share capital, are incorporated in Great Britain and registered in England and Wales (Registered office: Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR).

The financial statements of the subsidiaries are made up to 31 December each year.

In the opinion of the directors, the aggregate investment in subsidiary undertakings is worth not less than the amount at which it is stated in the balance sheet.

The company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group financial statements as it is a wholly owned subsidiary undertaking of the immediate parent undertaking, Metropolitan Properties Company Limited, a company registered in England, which prepares consolidated financial statements.

11. DEBTORS

	2020	2019
	£	£
Trade debtors	1,820,127	1,630,746
Amounts owed by group undertakings	151,104,177	142,735,321
Other debtors	443,499	515,293
	<u>153,367,803</u>	<u>144,881,360</u>

All debtors are repayable within one year or repayable on demand. Amounts owed by group undertakings are sterling loans with interest paid at the rate of 6.51% per annum (2019: 6.44% per annum).

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 31 DECEMBER 2020

12. CREDITORS: amounts falling due within one year

	2020	2019
	£	£
Trade creditors	1,111,384	1,725,822
Amounts owed to group undertakings	89,840,553	90,494,154
Social security and other taxes	858	755
Obligations under finance leases and hire purchase contracts	171	158
Other creditors	4,431,641	3,574,051
	<u>95,384,607</u>	<u>95,794,940</u>

All creditors are repayable within one year or repayable on demand. Amounts owed to group undertakings are sterling loans with interest paid at the rate of 6.51% per annum (2019: 6.44% per annum) except for an amounts totalling £28,255,469 due to dormant subsidiary undertakings on which interest is not paid or accrued.

13. CREDITORS: amounts falling due after more than one year

	2020	2019
	£	£
Obligations under finance leases and hire purchase contracts	<u>23,396</u>	<u>23,567</u>

14. FINANCE LEASES AND HIRE PURCHASE CONTRACTS

The total future minimum lease payments under finance leases and hire purchase contracts are as follows:

	2020	2019
	£	£
Not later than 1 year	2,692	2,692
Later than 1 year and not later than 5 years	10,766	10,766
Later than 5 years	<u>1,339,036</u>	<u>1,341,727</u>
	1,352,494	1,355,185
Less: future finance charges	<u>(1,328,927)</u>	<u>(1,331,460)</u>
Present value of minimum lease payments	<u>23,567</u>	<u>23,725</u>

15. PROVISIONS FOR LIABILITIES & CHARGES

	Deferred tax
	(note 16)
	£
At 1 January 2020	8,982,907
Charge for the year	<u>1,172,199</u>
At 31 December 2020	<u>10,155,106</u>

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 31 DECEMBER 2020

16. DEFERRED TAX

The deferred tax included in the balance sheet is as follows:

	2020 £	2019 £
Included in provisions for liabilities & charges (note 15)	<u>10,155,106</u>	<u>8,982,907</u>

The deferred tax account consists of the tax effect of timing differences in respect of:

	2020 £	2019 £
Accelerated capital allowances	22,000	17,000
Revaluation of investment properties	<u>10,133,106</u>	<u>8,965,907</u>
	<u>10,155,106</u>	<u>8,982,907</u>

17. CALLED UP SHARE CAPITAL

Issued, called up and fully paid

	2020		2019	
	No.	£	No.	£
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

18. CAPITAL AND RESERVES

Called-up share capital represents the nominal value of shares that have been issued.

Profit and loss account includes all current and prior period retained profits and losses.

19. OPERATING LEASES

As lessor

The total future minimum lease payments receivable under non-cancellable operating leases are as follows:

	2020 £	2019 £
Not later than 1 year	2,103,090	2,090,009
Later than 1 year and not later than 5 years	4,704,889	5,198,022
Later than 5 years	<u>5,224,321</u>	<u>4,434,974</u>
	<u>12,032,300</u>	<u>11,723,005</u>

20. CHARGES ON ASSETS AND GUARANTEES

The company has charged certain of its properties with a book value of £22,231,525 (2019: £21,826,900) as part security for loan facilities granted to Centremanor (E.S.) Limited, a subsidiary of an intermediate parent undertaking and also executed a floating charge over all the assets and undertakings of the company. At 31 December 2020 the aggregate indebtedness under these facilities amounted to £30,425,000 (2019: £30,425,000).

The company has charged certain of its properties with a book value of £12,839,325 (2019: £13,055,825), as part security for loan facilities granted to Metropolitan Properties Company Limited, its immediate parent undertaking. At 31 December 2020 the aggregate indebtedness under these facilities amounted to £20,073,191 (2019: £20,104,143).

METROPOLITAN PROPERTIES CO. (F.G.C.) LIMITED

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

YEAR ENDED 31 DECEMBER 2020

20. CHARGES ON ASSETS AND GUARANTEES *(continued)*

The company has charged certain of its properties with a book value of £15,968,249 (2019: £17,693,501), as part security for loan facilities granted to Metropolitan Properties Company Limited, its immediate parent undertaking. 31 December 2020 the aggregate indebtedness under these facilities amounted to £nil (2019: £nil).

21. RELATED PARTY TRANSACTIONS

The majority of the day to day management of the company's properties and its operations is carried out by Highdorn Co. Limited ("Highdorn"). Mr B S E Freshwater is a director of, but has no beneficial interest in the share capital of Highdorn.

In their capacity as property managing agents, Highdorn collects rents and incurs direct property expenses on behalf of the company. During the year £369,788 (2019: £344,814), including VAT, was payable to Highdorn for these services which were charged for at normal commercial rates. The amount owing to Highdorn at 31 December 2020 for these services is £149,803 (2019: £228,207).

22. PARENT COMPANY AND CONTROLLING PARTY

The company is controlled by its immediate parent undertaking, Metropolitan Properties Company Limited, a company registered in England and Wales.

The parent undertaking of the largest group of undertakings for which group financial statements are drawn up is Centremenor Limited, a company registered in England and Wales.

The parent undertaking of the smallest group of undertakings for which group financial statements are drawn up is Metropolitan Properties Company Limited, a company registered in England and Wales.

Copies of these financial statements can be obtained from the following address:

Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR.

The ultimate parent undertaking is Linnet Limited, a company incorporated in the Isle of Man and controlled by trusts.

23. ACCOUNTING ESTIMATES AND JUDGEMENTS

i. Property valuations

The valuation of the company's property portfolio is inherently subjective, depending on many factors, including the individual nature of each property, its location and expected future net rental values, market yields and comparable market transactions (as set out in Note 9). Therefore the valuations are subject to a degree of uncertainty and are made on the basis of assumptions which may not prove to be accurate, particularly in periods of difficult market or economic conditions. As noted in Note 3 above, all the company's properties are valued by an external valuer with appropriate qualifications and experience.

ii. Trade debtors

Management uses details of the age of trade debtors and the status of any disputes together with external evidence of the credit status of the counterparty in making judgements concerning any need to impair the carrying values.