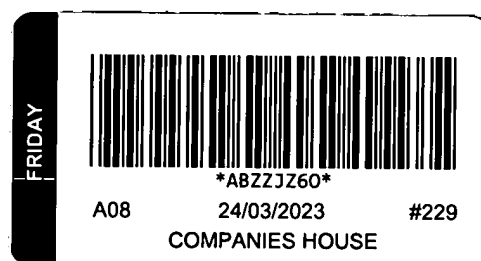




General Allied Properties Limited
Annual Report and Financial Statements
For the year ended 30 June 2022

Company Registration No. 03099840



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Officers and professional advisers

Directors

HN Moser
GD Beckett
MR Goldberg

Secretary

SE Batt

Registered office

Lake View
Lakeside
Cheadle
Cheshire
SK8 3GW

Auditor

Ernst & Young LLP
2 St Peter's Square
Manchester
M2 3DF

Directors' report

Directors' report

The directors present their report for the year ended 30 June 2022.

Directors

The directors of the Company are set out on page 1.

Business model and strategy

The principal activity of General Allied Properties Limited ('the Company') was formerly that of a property holding company. The sole remaining investment property was written down to £nil in 2017 and it is the intention of the directors to dispose of the property and dissolve the Company. For the reasons stated in this report and note 2, the financial statements of the Company have been prepared on a basis other than going concern.

The Company is a wholly-owned subsidiary of Together Financial Services Limited which, with its subsidiaries, operates as the Together Group of businesses. All operations are based at its head office in Cheadle, Manchester.

Results and dividends

As shown in the Company's statement of comprehensive income on page 8, profit before tax has decreased slightly to £5,118 (2021: £5,217). As shown in the Company's statement of financial position on page 9, equity has increased to £65,936 from £61,790 at 30 June 2021, reflecting the retained profit for the year of £4,146 (2021: £4,226).

The directors of the Company do not recommend the payment of a dividend (2021: £nil).

Corporate governance

The Company is a wholly owned subsidiary of Together Financial Services Limited.

The Board of Together Financial Services Limited ('the Board') meets a minimum of 6 times a year to provide leadership and oversight to the Company in line with its terms of reference, legal and regulatory provisions. The Board delegates certain responsibilities to its Board sub-committees and to senior management as appropriate. The Company's Board meets separately to discharge its statutory and regulatory responsibilities when required.

Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Environment

As the Company currently has minimal trade, which is just the rental of a single investment property, its actions do not have a significant environmental impact.

For further information, please see the Sustainability report within the Group's annual report.

Statement of going concern

As explained in Note 2, it is expected that the Company will liquidate during the next 12 months from the approval of the financial statements, with no intention to recommence trading. Therefore, the financial statements have been prepared on a basis other than that of a going concern.

Directors' report (continued)

Directors' report (continued)

Strategic report

The directors have taken an exemption to prepare a strategic report as the Company is a small company as defined in the Companies Act 2006.

Audit information

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Ernst & Young LLP will therefore continue in office.

In the case of each of the persons who are directors of the Company at the date when this report is approved:

- as far as each of the directors is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each of the directors has taken all the steps that he ought to have taken as a director to make himself aware of any audit information and to establish that the Company's auditor is aware of that information.

This statement is given and should be interpreted in accordance with the provisions of s.418 (2) of the Companies Act 2006.

Approved by the Board of Directors and signed on behalf of the Board



GD Beckett
Director
22 March 2023

Statement of directors' responsibilities

Statement of directors' responsibilities

The directors are responsible for preparing the annual 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), including FRS 101 *Reduced Disclosure Framework*. 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 of the profit or loss of the Company for that year. 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is appropriate to presume that the Company will continue in business. For the reasons stated in the Directors' report and note 2, the financial statements of the Company have been prepared on a basis other than going concern.

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.

Independent auditor's report

Independent auditor's report to the members of General Allied Properties Limited

Opinion

We have audited the financial statements of General Allied Properties Limited (the 'Company') for the year ended 30 June 2022 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the related notes 1 to 10, 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 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 June 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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.

Emphasis of matter – financial statements prepared on a basis other than going concern

We draw attention to note 2 to the financial statements, which explains that the directors intend to cease the trade of the company and liquidate the company in the next 12 months from the approval of the financial statements and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly, the financial statements have been prepared on a basis other than of a going concern as described in note 2. Our opinion is not modified in respect of this matter.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report there on. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the 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 have been prepared in accordance with applicable legal requirements.

Independent auditor's report (continued)

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 strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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 take advantage of the small company's exemption to prepare a strategic report.

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities set out on Page 4 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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

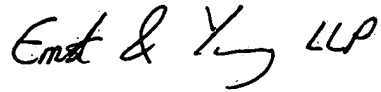
- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are United Kingdom Generally Accepted Accounting Practice, the Companies Act 2006 and UK Tax Legislation.
- We understood how the Company is complying with those frameworks by making enquiries of management, internal audit, legal counsel, those charged with governance, and reviewing relevant committee minutes and board reports. We enquired as to any known instances of non-compliance or suspected non-compliance with laws and regulations.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the controls that the Company has established to address risks identified by the Company, or that otherwise seek to prevent, deter or detect fraud.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved making enquiries of management and internal audit for their awareness of any known instances of non-compliance or suspected non-compliance with laws and regulations, reviewing key policies and correspondence exchanged with regulators. We performed journal entry testing, with a focus on post-closing adjustments and those considered to be at a heightened risk of fraud based on our understanding of the business and incorporated unpredictability into the nature, timing, and extent of our testing.

Independent auditor's report (continued)

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

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.

A handwritten signature in black ink that reads "Ernst & Young LLP". The signature is written in a cursive, flowing style.

Stephen Littler (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Manchester
23 March 2023

Statement of comprehensive income
Year ended 30 June 2022
All amounts are stated in £'s

Income statement	Note	2022	2021
Rental income		7,462	6,430
Operating income		7,462	6,430
Administrative expenses	4	(2,344)	(1,213)
Profit before taxation		5,118	5,217
Income tax	5	(972)	(991)
Profit after taxation		4,146	4,226

The results for the current and preceding years relate entirely to discontinued operations. There is no other comprehensive income in either year.


Statement of financial position
As at 30 June 2022
All amounts are stated in £'s

	Note	2022	2021
Assets			
Other assets	6	65,936	62,781
Investment property	7	-	-
Total assets		65,936	62,781
Liabilities			
Current tax liabilities		-	991
Total liabilities			991
Equity			
Share capital	8	100	100
Retained earnings		65,836	61,690
Total equity		65,936	61,790
Total equity and liabilities		65,936	62,781

These financial statements were approved and authorised for issue by the Board of Directors on 22 March 2023.

Company Registration No. 03099840

Signed on behalf of the Board of Directors



HN Moser
Director



GD Beckett
Director

Statement of changes in equity

Year ended 30 June 2022

All amounts are stated in £'s

2022	Share capital	Retained earnings	Total
At beginning of the year	100	61,690	61,790
Profit for the year	-	4,146	4,146
At end of the year	100	65,836	65,936

2021	Share capital	Retained earnings	Total
At beginning of the year	100	57,464	57,564
Profit for the year	-	4,226	4,226
At end of the year	100	61,690	61,790

Notes to the financial statements

All amounts are stated in £'s

1. Reporting entity and general information

General Allied Properties Limited is incorporated in the United Kingdom under the Companies Act 2006 and registered in England. The registered address of the Company is Lake View, Lakeside, Cheadle, Cheshire, SK8 3GW. The Company is a private company, limited by shares. The Company was primarily involved in property holding but trading has ceased and the directors intend to dispose of the remaining investment property and dissolve the Company during the forthcoming year.

2. Significant accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the current year and the preceding year.

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, *Reduced Disclosure Framework* ('FRS 101'). This applies the recognition and measurement requirements of International Financial Reporting Standards ('IFRS') but provides certain exemptions from the disclosure requirements of IFRS.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in the individual accounting policies and note 2 to the financial statements.

The Company's parent undertaking, Together Financial Services Limited, includes the Company in its consolidated financial statements, and therefore the Company is exempt from the obligation to prepare and deliver consolidated accounts. The consolidated financial statements of Together Financial Services Limited are available to the public and may be obtained from Lake View, Lakeside, Cheadle, Cheshire, SK8 3GW. In these financial statements, the Company has taken advantage of the disclosure exemptions under FRS 101 in relation to the presentation of comparative information in respect of certain assets, a cash flow statement, disclosures in respect of IFRS 7 and IFRS 13, standards not yet effective and related party transactions.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates.

These financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Going concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in its Directors' report.

As it is the intention of the directors to dispose of the final investment property and then dissolve the Company, which is expected to occur in the next 12 months from the approval of the financial statements, the annual financial statements have been prepared on a basis other than going concern. Though no adjustments arose as a result of ceasing to apply the going concern basis, the assets are presented at their recoverable value and liabilities at their settlement value.

The financial statements do not include any provision for the future costs of terminating the business as these costs will be borne by the parent company, Together Financial Services Limited.

Notes to the financial statements (continued)

All amounts are stated in £'s

2. Significant accounting policies (continued)

Rental income

The rental income arises from the Company's investment property. Rental income is recognised in the income statement on an accruals basis.

Financial assets

The Company's financial assets consist of amounts owed by group undertakings that are initially recorded at fair value plus any directly attributable transaction costs. The Company's financial assets are classified as measured at recoverable value under the other than going concern basis.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset have expired or where substantially all the risks and rewards of ownership have been transferred.

Investment property

Investment property is held at its recoverable amount. Changes in the fair value of investment property are recognised in the income statement.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property is included in the income statement in the year in which the property is derecognised.

3. Critical accounting judgements and key sources of estimation uncertainty

In applying the accounting policies set out above, the Company makes significant estimates and assumptions that affect the reported amounts of assets and liabilities. The critical judgements which have a significant impact on the financial statements are described in the relevant Note to the financial statements.

One significant area where judgement is made is the impairment of financial assets. The Company regularly assesses whether there is evidence that financial assets are impaired. Financial assets of the Company are loans to its parent, Together Financial Services Limited where the loan is repayable on demand. The Together Group, has continued to generate profits, and has a diverse funding structure with maturities ranging from 2022 to 2027. The directors consider that no loss is expected, and so no loss allowance has been recognised.

Another significant area where judgement is made is the impairment of the investment property. During the year ended 30 June 2017, the Company performed a fair value review of the sole property resulting in a £nil value.

No key sources of estimation uncertainty have been identified in applying the Company's accounting policies.

Notes to the financial statements (continued)

All amounts are stated in £'s

4. Administrative expenses

	2022	2021
Administrative costs	2,344	1,213

Company overheads, including directors' emoluments, wages and salaries, office administration costs, and auditor remuneration were borne by a fellow subsidiary company of Together Financial Services Limited, Blemain Finance Limited, and were recharged to companies within the Group based on operational and financial drivers. On 15 March 2021, employees were transferred to Together Financial Services Limited pursuant to TUPE regulations with costs then recharged within the Group based on operational and financial drivers. On 31 March 2021, certain specified assets and liabilities were transferred to Together Financial Services Limited from Blemain Finance Limited. From the date of the transfer, all administrative expenses are borne and recharged by Together Financial Services Limited. The apportionment of directors' emoluments to the Company is £nil.

The audit fee borne by Together Financial Services Limited, in respect of the Company in 2022 was £5,400 (2021: £2,000).

5. Income tax

	2022	2021
Current tax		
Corporation tax	972	991
Total tax on profit	972	991

Corporation tax is calculated at 19.00% (2021: 19.00%) of the estimated profit for the year. The Company has no deferred tax asset or liability at 30 June 2022 (30 June 2021: £nil).

6. Other assets

	2022	2021
Amounts owed by parent company	65,936	62,781

Amounts owed by parent company are repayable on demand.

7. Investment property

	2022	2021
At beginning of year	-	-
Change in fair value	-	-
At end of year	-	-

The remaining investment property had been valued at £nil from the year ended 30 June 2017 to date. The original cost of the investment property is £5,000.

8. Share capital

Authorised, called-up, allotted and fully paid	2022	2021
100 ordinary shares of £1 each	100	100

9. Contingent liabilities

As at 30 June 2022, the Company's assets, along with those of the Together Group were subject to a fixed and floating charge in respect of £1,055m senior secured notes (2021: £935m).

10. Ultimate parent company

The Company is a subsidiary undertaking of Together Financial Services Limited, a company incorporated in the UK and registered in England. The smallest group of which the Company is a member, and for which group financial statements are drawn up, is that headed by Together Financial Services Limited. The largest group of which the Company is a member, and for which group financial statements will be drawn up, is that headed by Redhill Famco Limited. The principal place of business and registered office for Together Financial Services and Redhill Famco Limited is Lake View, Lakeside, Cheadle, Cheshire, United Kingdom, SK8 3GW. Together Financial Services Limited and Redhill Famco Limited are both privately owned and limited by shares.