

Registered number: 03782941

## **Opus Trust Group Limited**

**Unaudited**

**Directors' report and financial statements**

**For the year ended 31 March 2018**

**Opus Trust Group Limited**

**Company Information**

<b>Directors</b>	P C De Haan M G Greville S C Johnson
<b>Company secretary</b>	S J Ghysen
<b>Registered number</b>	03782941
<b>Registered office</b>	Woolyard 54 Bermondsey Street London SE1 3UD
<b>Accountants</b>	Kreston Reeves LLP Chartered Accountants 37 St Margaret's Street Canterbury Kent CT1 2TU
<b>Bankers</b>	Handelsbanken 5th Floor 13 Charles II Street London SW1Y 4QU
<b>Solicitors</b>	Taylor Wessing LLP 5 New Street Square London EC4A 3TW

**Contents**

	Page
<b>Directors' report</b>	1 - 2
<b>Accountants' report</b>	3
<b>Statement of income and retained earnings</b>	4
<b>Balance sheet</b>	5
<b>Notes to the financial statements</b>	6 - 15

**Directors' report**

**For the year ended 31 March 2018**

The directors present their report and the financial statements for the year ended 31 March 2018.

**Directors' responsibilities statement**

The directors are responsible for preparing the 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 period.

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

- select suitable accounting policies for the Company's financial statements 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 to 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.

**Principal activity**

The principal activity of the company is to act as an intermediate holding company for a group whose activities during the year were:

- Hold and manage a broad range of investments for long term capital growth;
- Hold and manage a portfolio of residential property for the long term
- Invest in a range of syndicated commercial property interests; and
- Invest in a number of residential property development opportunities.

**Directors' report (continued)**  
**For the year ended 31 March 2018**

**Directors**

The directors who served during the year were:

P C De Haan  
M G Greville  
S C Johnson

**Small companies note**

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 10 December 2018 and signed on its behalf.

**S C Johnson**  
Director

**Chartered accountants' report to the board of directors on the preparation of the unaudited statutory financial statements of Opus Trust Group Limited for the year ended 31 March 2018**

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Opus Trust Group Limited for the year ended 31 March 2018 which comprise the Statement of income and retained earnings, the Balance sheet and the related notes from the company accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at <http://www.icaew.com/en/members/regulations-standards-and-guidance/>.

This report is made solely to the Board of directors of Opus Trust Group Limited, as a body, in accordance with the terms of our engagement letter dated 31 July 2017. Our work has been undertaken solely to prepare for your approval the financial statements of Opus Trust Group Limited and state those matters that we have agreed to state to the Board of directors of Opus Trust Group Limited, as a body, in this report in accordance with ICAEW Technical Release TECH07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Opus Trust Group Limited and its Board of directors, as a body, for our work or for this report.

It is your duty to ensure that Opus Trust Group Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of Opus Trust Group Limited. You consider that Opus Trust Group Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or review of the financial statements of Opus Trust Group Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

**Kreston Reeves LLP**

Chartered Accountants

Canterbury

10 December 2018

**Statement of income and retained earnings**  
**For the year ended 31 March 2018**

	<b>2018</b>	2017
	<b>£000</b>	£000
Turnover	<u>1,266</u>	1,294
<b>Gross profit</b>	<u>1,266</u>	1,294
Administrative expenses	<u>(1,621)</u>	(1,475)
<b>Operating loss</b>	<u>(355)</u>	(181)
<b>Loss before tax</b>	<u>(355)</u>	(181)
Tax on loss	<u>-</u>	-
<b>Loss after tax</b>	<u><u>(355)</u></u>	<u><u>(181)</u></u>
Retained earnings at the beginning of the year	<u>523</u>	704
	<u>523</u>	704
Loss for the year	<u>(355)</u>	(181)
<b>Retained earnings at the end of the year</b>	<u><u>168</u></u>	<u><u>523</u></u>

There were no recognised gains and losses for 2018 or 2017 other than those included in the statement of income and retained earnings.

The notes on pages 6 to 15 form part of these financial statements.

Balance sheet  
As at 31 March 2018

	Note	2018 £000	2017 £000
<b>Fixed assets</b>			
Tangible assets	6	9	16
Investments	7	491	491
		<u>500</u>	<u>507</u>
<b>Current assets</b>			
Debtors	8	4,492	4,115
Cash at bank and in hand		306	432
		<u>4,798</u>	<u>4,547</u>
Creditors: amounts falling due within one year	9	(4,443)	(3,844)
<b>Net current assets</b>		<u>355</u>	<u>703</u>
<b>Net assets</b>		<u><u>855</u></u>	<u><u>1,210</u></u>
<b>Capital and reserves</b>			
Called up share capital	10	687	687
Profit and loss account		168	523
		<u><u>855</u></u>	<u><u>1,210</u></u>

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006.

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

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

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 10 December 2018.

**P C De Haan**  
Director

**S C Johnson**  
Director

The notes on pages 6 to 15 form part of these financial statements.



**Notes to the financial statements**  
**For the year ended 31 March 2018**

**1. General information**

Opus Trust Group Limited a limited liability company incorporated in England and Wales.

The company's registered office is Woolyard, 54 Bermondsey Street, London, SE1 3UD.

The company number is 03782941.

**2. Accounting policies**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The company's functional and presentational currency is Pounds Sterling.

The company's financial statements are presented to the nearest thousand.

The company is the parent undertaking of a small group and as such is not required by the Companies Act 2006 to prepare group accounts. These financial statements therefore present information about the company as an individual entity and not about its group.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

**2.2 Turnover**

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

- Dividend income from investments is recognised when the shareholder's right to receive payment has been established.
- Rental income is accounted for on a straight-line basis.

**2.3 Tangible fixed assets**

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

**Notes to the financial statements**  
**For the year ended 31 March 2018**

**2. Accounting policies (continued)**

**2.3 Tangible fixed assets (continued)**

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Leasehold property	-
	over the minimum lease duration
Plant and machinery	-
	3 - 12 years
Fixtures and fittings	-
	3 - 10 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of income and retained earnings.

**2.4 Operating leases: the Company as lessee**

Rentals paid under operating leases are charged to the Statement of income and retained earnings on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

**2.5 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

**2.6 Debtors**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**2.7 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.8 Creditors**

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**Notes to the financial statements**  
**For the year ended 31 March 2018**

**2. Accounting policies (continued)**

**2.9 Pensions**

**Defined contribution pension plan**

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of income and retained earnings when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

**2.10 Financial instruments**

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Investments in non-convertible preference shares and in non-puttable ordinary and preference shares are measured:

- at fair value with changes recognised in the Statement of income and retained earnings if the shares are publicly traded or their fair value can otherwise be measured reliably;
- at cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of income and retained earnings.

**Notes to the financial statements  
For the year ended 31 March 2018**

**2. Accounting policies (continued)**

**2.11 Taxation**

Tax is recognised in the Profit and loss account, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**3. Judgements in applying accounting policies and key sources of estimation uncertainty**

The preparation of the financial statements requires the directors to make judgements, estimates and assumptions that can affect the amounts reported for assets and liabilities, and the results for the year. The nature of estimation is such that actual outcomes could differ significantly from those estimates.

The following judgements have had the most significant impact on amounts recognised in the financial statements:

**Lease commitments**

The company has entered into a range of lease commitments in respect of property, plant and equipment. The classification of these lease as either financial or operating leases requires the directors to consider whether the terms and conditions of each lease are such that the company has acquired the risks and rewards associated with the ownership of the underlying assets.

**Impairment of fixed asset investments**

The company considers if any of the fixed asset investments are impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the investment. This requires the estimation of the future cash flows from the investment and also selection of appropriate discount rates in order to calculate the net present

values of those cash flows.

**Notes to the financial statements**  
**For the year ended 31 March 2018**

**4. Employees**

The average monthly number of employees, including the directors, during the year was as follows:

	<b>2018</b>	2017
	<b>No.</b>	No.
	<b>6</b>	<b>5</b>
Management		

**5. Directors' remuneration**

	<b>2018</b>	2017
	<b>£000</b>	£000
Directors' emoluments	<b>280</b>	224
Company contributions to defined contribution pension schemes	-	1
Amounts paid to third parties in respect of directors' services	<b>40</b>	40
	<b>320</b>	265

During the year retirement benefits were accruing to 1 director (2017 - 1) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £165,000 (2017 - £153,000).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £390 (2017 - £1,289).

**Notes to the financial statements**  
**For the year ended 31 March 2018**

**6. Tangible fixed assets**

	Short-term leasehold property £000	Fixtures, fittings and equipment £000	Total £000
<b>Cost or valuation</b>			
At 1 April 2017	649	176	825
At 31 March 2018	649	176	825
<b>Depreciation</b>			
At 1 April 2017	649	160	809
Charge for the year on owned assets	-	7	7
At 31 March 2018	649	167	816
<b>Net book value</b>			
At 31 March 2018	-	9	9
<b>At 31 March 2017</b>	-	16	16

**7. Fixed asset investments**

	Investments in subsidiary companies £000
<b>Cost or valuation</b>	
At 1 April 2017	23,491
At 31 March 2018	23,491
<b>Impairment</b>	
At 1 April 2017	23,000
At 31 March 2018	23,000
<b>Net book value</b>	
At 31 March 2018	491
<b>At 31 March 2017</b>	491

**Notes to the financial statements**  
**For the year ended 31 March 2018**

**7. Fixed asset investments (continued)**

**Direct subsidiary undertakings**

The following were subsidiary undertakings of the Company:

<b>Name</b>	<b>Class of shares</b>	<b>Holding</b>	<b>Principal activity</b>
Opus 102 Limited	Ordinary	100 %	Investment company
Opus Trust Limited	Ordinary	100 %	Dormant

**Indirect Subsidiary undertakings**

The following were subsidiary undertakings of the Company:

<b>Name</b>	<b>Class of shares</b>	<b>Holding</b>	<b>Principal activity</b>
Opus Property Investments Limited	Ordinary	100 %	Property Investment
Opus Nominees Limited	Ordinary	100 %	Nominee
Opus Property Finance Limited	Ordinary	100 %	Property finance
Tavern Apartments Limited	Ordinary	100 %	Dormant
Arca Homes (Collingwood) Limited	Ordinary	100 %	Property investment
Opus Corporate Trustees Limited	Ordinary	100 %	Corporate trustees

The aggregate of the share capital and reserves as at 31 March 2018 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	<b>Aggregate of share capital and reserves £000</b>	<b>Profit/(loss) £000</b>
Opus 102 Limited	19,186	(429)
Opus Trust Limited	7	-
Opus Property Investment Limited	2,908	30
Opus Nominees Limited	1	-
Opus Property Finance Limited	(2,799)	29
Tavern Apartments Limited	(467)	-
Arca Homes (Collingwood) Limited	(2,652)	5
Opus Corporate Trustees Limited	1	-
	<b>16,185</b>	<b>(365)</b>



**Notes to the financial statements**  
**For the year ended 31 March 2018**

**8. Debtors**

	<b>2018</b>	<b>2017</b>
	<b>£000</b>	<b>£000</b>
Trade debtors	<b>140</b>	190
Amounts owed by group undertakings	<b>2,752</b>	3,422
Other debtors	<b>1,151</b>	51
Prepayments and accrued income	<b>449</b>	452
	<b><u>4,492</u></b>	<b><u>4,115</u></b>

**9. Creditors: Amounts falling due within one year**

	<b>2018</b>	<b>2017</b>
	<b>£000</b>	<b>£000</b>
Trade creditors	<b>37</b>	48
Amounts owed to group undertakings	<b>4,019</b>	2,954
Other taxation and social security	<b>-</b>	55
Other creditors	<b>1</b>	486
Accruals and deferred income	<b>386</b>	301
	<b><u>4,443</u></b>	<b><u>3,844</u></b>

**Notes to the financial statements**  
**For the year ended 31 March 2018**

**10. Share capital**

	<b>2018</b>	2017
	<b>£000</b>	£000
<b>Allotted, called up and fully paid</b>		
1,372,971 Ordinary shares of £0.25 each	<b>343</b>	343
1,374,403 Deferred shares of £0.25 each	<b>344</b>	344
	<hr/>	<hr/>
	<b>687</b>	<b>687</b>
	<hr/>	<hr/>

The holders of deferred shares are not entitled to any participation in the profits or assets of the company, nor do they have any right to attend and vote at any general meeting of the company.

**11. Contingent liabilities**

*Group banking arrangements*

The company has guaranteed the bank facilities of all the companies within the Opus Trust Group, the company had no exposure under this liability at the balance sheet date or in the previous year.

**12. Commitments under operating leases**

At 31 March 2018 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	<b>2018</b>	2017
	<b>£000</b>	£000
Not later than 1 year	<b>588</b>	588
Later than 1 year and not later than 5 years	<b>441</b>	1,028
	<hr/>	<hr/>
	<b>1,029</b>	<b>1,616</b>
	<hr/>	<hr/>

**13. Related party transactions**

All directors' remuneration paid by the company during the year was done so under normal market conditions, see note 5 for disclosure of directors' remuneration.

The company is exempt from disclosing related party transactions with other companies that are wholly owned within the group. The company is also exempt from disclosing related party transactions that are conducted under normal market conditions.

	<b>2018</b>	2017
	<b>£000</b>	£000
Amounts due from related trusts	<b>77</b>	4
	<hr/>	<hr/>

**Notes to the financial statements**  
**For the year ended 31 March 2018**

**14. Transactions with directors**

As at 31 March 2017, £486,008 was owed to P De Haan, a director of the company. During the period ended 31 March 2018, £1,420,714 was advanced to P De Haan. During the period ended 31 March 2018, As at 31 March 2018, £934,706 was owed to the company by P De Haan. No interest has been charged on this loan. This amount has been classified within other debtors.

Substantial advances made to P De Haan have been listed below:

	2018 £000
08/05/2017	50
21/07/2017	25
22/08/2018	50
18/09/2017	87
27/09/2017	100
16/10/2017	100
16/10/2017	100
01/11/2017	50
13/11/2017	100
10/01/2018	50
10/01/2018	100
30/11/2017	100
01/12/2017	190
06/02/2018	50
09/03/2018	50
12/03/2018	160
09/02/2018	50
Other minor advances	9
	<hr/>
	1,421
	<hr/>

**15. Ultimate parent undertaking and controlling party**

The company is a wholly owned subsidiary undertaking of Opus Trust Investments Limited, a company incorporated in England and Wales.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.