

Registration number: 04131250

CG Cutlers Gardens (UK) No.2 Limited

Annual report and financial statements

31 December 2021

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COMPANIES HOUSE

CG Cutlers Gardens (UK) No.2 Limited

Directors C M Warnes

C S Bidel

I S Venter

Company secretary *Sanne Group Secretaries (UK) Limited*

Registered number 04131250

Registered office 6th Floor
125 London Wall
London
EC2Y 5AS

**Independent
auditors** PricewaterhouseCoopers LLP
7 More London Riverside
London
SE1 2RT

CG Cutlers Gardens (UK) No.2 Limited

Directors' Report

for the Year Ended 31 December 2021

The directors present their report and the audited financial statements for the year ended 31 December 2021, and the unaudited year ended 31 December 2020.

In the comparative reporting period, the Company was exempt from audit under Section 479A of the Companies Act 2006, by virtue of it being included in the consolidated financial statements of DSQ JV S.a.r.l., an undertaking established under the law of an EEA State. Following Brexit, for periods commencing on or after 31 December 2020, the exemption afforded by Section 479A is only available to entities with a UK parent that includes the entity within its consolidation. Consequently, the exemption is no longer available to the Company.

Directors of the Company

The directors, who held office during the year, and up to the date of approval of the financial statements, were as follows:

C M Warnes

C S Bidel

I S Venter

Principal activity

The principal activity of the Company is to act as one of the General Partners to the CG Cutlers Gardens Limited Partnership. The Company's results are set out in the statement of comprehensive income.

Future Developments

No changes to the Company's activities are expected in the near to medium term.

Going concern

CG Cutlers Gardens (UK) No.2 Limited has net current liabilities of £138,050 as at 31 December 2021 (2020: £113,852) and net liabilities of £138,049 (2020: £113,851) and is reliant on the support of and intermediate parent of the company, DSQ Bidco S.a.r.l., to be able to meet its liabilities as they fall due. The directors consider the Company to be an integral part of the structure and intend to provide the necessary financial support to the Company for at least 12 months from the date of signing these financial statements.

After making enquiries and taking account of the factors noted above, the directors have a reasonable expectation that the Company will have access to adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

Results and dividends

The loss for the year amounted to £24,198 (2020: £26,165). The directors do not recommend a dividend for the year (2020: £Nil).

Appointment of independent auditors

PricewaterhouseCoopers LLP were appointed as auditors during the year. Pursuant to Section 485 of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to be reappointed and will continue in office.

CG Cutlers Gardens (UK) No.2 Limited

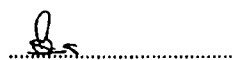
Directors' Report

for the Year Ended 31 December 2021

Small companies provision statement

This report has been prepared in accordance with the provisions applicable to companies entitled to small companies exemption. The Company has also taken exemption from preparing a strategic report under Companies Act 2006 paragraph 414A(2).

Approved by the Board on 29/09/2022 and signed on behalf of the Board by:



I S Venter
Director

CG Cutlers Gardens (UK) No.2 Limited

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also 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.

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

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

Independent auditors' report to the members of CG Cutlers Gardens (UK) No.2 Limited

Report on the audit of the financial statements

Opinion

In our opinion, CG Cutlers Gardens (UK) No.2 Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: Statement of Financial Position as at 31 December 2021; Statement of Comprehensive Income and Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to compliance with the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to manipulation of financial data to present a more favourable financial results. Audit procedures performed by the engagement team included:

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Reviewing relevant board meeting minutes;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations, entries posted containing unusual account descriptions, and entries posted with unusual amounts; and
- Designing audit procedures to incorporate unpredictability around the nature, timing and extent of our testing.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Other matter

The financial statements for the year ended 31 December 2020, forming the corresponding figures of the financial statements for the year ended 31 December 2021, are unaudited.



Thomas Norrie (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
29 September 2022

CG Cutlers Gardens (UK) No.2 Limited

Statement of Comprehensive Income for the Year Ended 31 December 2021

	<i>Note</i>	<i>2021</i> £	<i>Unaudited</i> <i>2020</i> £
Administrative expenses		(23,900)	(26,010)
Operating loss		(23,900)	(26,010)
Interest receivable and similar income		2	25
Interest payable and similar charges		(300)	(180)
Loss before tax		(24,198)	(26,165)
Tax on loss	6	-	-
Total comprehensive loss for the year		(24,198)	(26,165)

The above results were derived from continuing operations.

The notes on pages 12 to 17 form an integral part of these financial statements.

CG Cutlers Gardens (UK) No.2 Limited

Statement of Financial Position

as at 31 December 2021

	Note	2021 £	Unaudited 2020 £
Fixed assets			
Investments	7	1	1
Current assets			
Debtors	8	16,278	11,597
Cash at bank and in hand		<u>70,559</u>	<u>9,277</u>
		86,837	20,874
Creditors: Amounts falling due within one year	9	<u>(224,887)</u>	<u>(134,726)</u>
Net current liabilities		<u>(138,050)</u>	<u>(113,852)</u>
Net liabilities		<u>(138,049)</u>	<u>(113,851)</u>
Capital and reserves			
Called up share capital	10	1	1
Retained earnings		<u>(138,050)</u>	<u>(113,852)</u>
Total shareholders' deficit		<u>(138,049)</u>	<u>(113,851)</u>

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

Approved by the Board on 29/09/2022 and signed on its behalf by:



I S Venter
Director

The notes on pages 12 to 17 form an integral part of these financial statements.

CG Cutlers Gardens (UK) No.2 Limited

Statement of Changes in Equity for the Year Ended 31 December 2021

	<i>Called up share capital £</i>	<i>Retained earnings £</i>	<i>Total shareholders' deficit £</i>
At 1 January 2020 (unaudited)	1	(87,687)	(87,686)
Loss for the year (unaudited)	-	(26,165)	(26,165)
Total comprehensive loss (unaudited)	-	(26,165)	(26,165)
At 31 December 2020 (unaudited)	1	(113,852)	(113,851)
Loss for the year	-	(24,198)	(24,198)
Total comprehensive loss	-	(24,198)	(24,198)
At 31 December 2021	1	(138,050)	(138,049)

The notes on pages 12 to 17 form an integral part of these financial statements.

CG Cutlers Gardens (UK) No.2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2021

1 General information

The Company is a private company limited by shares, incorporated and domiciled in England and Wales.

The address of its registered office is:

6th Floor
125 London Wall
London
EC2Y 5AS

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework, under the historical cost convention and in accordance with the Companies Act 2006.

In the comparative reporting period, the Company was exempt from audit under Section 479A of the Companies Act 2006, by virtue of it being included in the consolidated financial statements of DSQ JV S.a.r.l., an undertaking established under the law of an EEA State. Following Brexit, for periods commencing on or after 31 December 2020, the exemption afforded by Section 479A is only available to entities with a UK parent that includes the entity within its consolidation. Consequently, the exemption is no longer available to the Company.

Summary of disclosure exemptions

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, 'Financial instruments: Disclosures';
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of i. paragraph 79(a)(iv) of IAS 1;
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d) (statement of cash flows);
 - 10(f) (statement of financial position as at the beginning period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements);
 - 16 (statement of compliance with all IFRS);
 - 38A (requirement for minimum of two primary statements, including cash flow statements);

CG Cutlers Gardens (UK) No.2 Limited

Notes to the Financial Statements

for the Year Ended 31 December 2021

2 Accounting policies (continued)

- 111 (cash flow statement information); and
- 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows';
- Paragraph 30 and 31 of IAS 8, 'Changes in accounting estimates and errors';
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation); and
- The requirements in IAS 24, 'Related party disclosures' (inter group transactions).

The Company is classified as a 'qualifying entity' - a member of a group where the parent of that group prepares publicly available consolidated financial statements.

In applying FRS 101, the Company has taken advantage of the disclosure exemptions in the standard due to the fact it is a 'qualifying entity'.

New standards, amendments, IFRIC interpretations and new relevant disclosures

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2021 that have a material impact on the company's financial statements.

Going concern

CG Cutlers Gardens (UK) No.2 Limited has net current liabilities of £138,050 as at 31 December 2021 (2020: £113,852) and net liabilities of £138,049 (2020: £113,851) and is reliant on the support of and intermediate parent of the company, DSQ Bidco S.a.r.l, to be able to meet its liabilities as they fall due. The directors consider the Company to be an integral part of the structure and intend to provide the necessary financial support to the Company for at least 12 months from the date of signing these financial statements.

After making enquiries and taking account of the factors noted above, the directors have a reasonable expectation that the Company will have access to adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

Tax

Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Current tax is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred income tax liability is settled.

CG Cutlers Gardens (UK) No.2 Limited

Notes to the Financial Statements for the Year Ended 31 December 2021

2 Accounting policies (continued)

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Investments

Investments are held at cost less provision for impairment.

The Company has a 0.001% share in the CG Cutlers Gardens Limited Partnership. CG Cutlers Gardens Limited Partnership is domiciled in the UK. The principal activity of the Limited Partnership is to hold investment property. Investment income from the Limited Partnership is accounted for as and when received.

Cash and cash equivalents

Cash and cash equivalents comprise of cash at banks with an original maturity of three months or less.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Foreign exchange

Transactions in foreign currencies are initially recorded in the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Financial instruments

Classification and measurement

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at Fair Value Through the Profit and Loss (FVTPL):-

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

If a financial asset meets the amortised cost criteria, the Company may choose to designate the financial asset at FVTPL. Such an election is irrevocable and applicable only if the FVTPL classification significantly reduces a measurement or recognition inconsistency.

Financial liabilities at amortised cost

All financial liabilities, other than those classified as financial liabilities at FVTPL, are measured at amortised cost using the effective interest rate method.

CG Cutlers Gardens (UK) No.2 Limited

Notes to the Financial Statements

for the Year Ended 31 December 2021

3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies.

There are no critical accounting judgements for the year.

The estimates and underlying assumptions are reviewed on an ongoing basis. There were no material estimates or assumptions made at the end of the year.

4 Staff costs

The Company has no employees (2020: Nil) and the directors received no remuneration in connection with their services to this Company in the current or previous year.

5 Auditors' remuneration

The audit fee attributable to the audit of CG Cutlers Gardens (UK) No.2 Limited is £8,500 (2020: unaudited, therefore £nil).

There are no non-audit fees paid.

6 Tax on loss

The tax on loss for the year is different to the standard rate of corporation tax in the UK (2020 - different to the standard rate of corporation tax in the UK) of 19% (2020 - 19%).

The differences are reconciled below:

	2021 £	Unaudited 2020 £
Loss before tax	(24,198)	(26,165)
Corporation tax at standard rate	(4,598)	(4,971)
Deferred tax asset not recognised	4,598	4,971
Total tax charge	-	-

CG Cutlers Gardens (UK) No.2 Limited

Notes to the Financial Statements

for the Year Ended 31 December 2021

6 Tax on loss (continued)

The Company's cumulative unused tax losses for which no deferred tax assets have been recognised are as follows:

	£
At 1 January 2021 (unaudited)	15,486
Deferred tax asset not recognised	<u>4,598</u>
At 31 December 2021	<u><u>20,084</u></u>

Factors that may affect the Company's future tax charges include future planning activities and changes in legislation and tax rates.

On 23 September 2022 the Chancellor of the Exchequer announced that the corporation tax rate will remain at 19% from 1 April 2023 - reversing a previously enacted measure to increase the rate to 25%. This reversal in the tax rate from 1 April 2023, has not been enacted or substantively enacted and accordingly has no impact on the tax balances at year-end.

7 Investments

	2021 £	Unaudited 2020 £
Cost		
At 1 January & 31 December 2021	<u>1</u>	<u>1</u>

The Company has a 0.001% share in the CG Cutlers Gardens Limited Partnership, a partnership established in the United Kingdom with its registered office at 6th Floor, 125 London Wall, London, EC2Y 5AS

8 Debtors

	2021 £	Unaudited 2020 £
Other debtors	<u>16,278</u>	<u>11,597</u>

CG Cutlers Gardens (UK) No.2 Limited

Notes to the Financial Statements

for the Year Ended 31 December 2021

9 Creditors: Amounts falling due within one year

	2021	Unaudited 2020
	£	£
Accrued expenses	8,771	8,770
Amounts due to group undertakings	216,116	125,956
	<u>224,887</u>	<u>134,726</u>

Amounts due to group undertakings are interest free and repayable on demand.

10 Called up share capital

Allotted, called up and fully paid shares

	2021	Unaudited 2020
	No. £	No. £
Ordinary shares of £1 each	<u>1</u> <u>1</u>	<u>1</u> <u>1</u>

11 Parent and ultimate parent undertaking

The Company's immediate parent company is Rhino 2 S.a.r.l., incorporated in Luxembourg.

The ultimate parent is European Cities Partnership (GP) S.a.r.l., incorporated in Luxembourg.

The smallest group into which these financial statements are consolidated is DSQ JV S.a.r.l. and the largest group into which these financial statements are consolidated are European Cities Partnership (GP) S.a.r.l. Both of these sets of consolidated financial statements are available upon request from 4a Rue Henri Schnadt, L-2530 Gasperich, Luxembourg.