

Registration number: 04276642

Meadowhall Shopping Centre Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2022



Meadowhall Shopping Centre Limited

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Meadowhall Shopping Centre Limited

Strategic Report for the Year Ended 31 March 2022

The directors present their Strategic Report for the year ended 31 March 2022.

Business review and principal activities

Meadowhall Shopping Centre Limited ("the company") is a wholly owned subsidiary of Meadowhall Shopping Centre Property Holdings Limited. The ultimate holding company, MSC Property Intermediate Holdings Limited and its subsidiaries ("the group") operate as a joint venture between The British Land Company PLC and NBIM Victoria Partners LP.

The company's principal activity is to act as a Limited Partner to the Meadowhall Limited Partnership ('the partnership'), a partnership involved in property investment in the United Kingdom (UK). A Partnership Agreement has been established to determine the respective roles and responsibilities of each partner as well as the profit share. The effective stake in the partnership is 99.99%.

As shown in the company's Profit and Loss Account on page 8, the company's turnover of £29,535,032 has increased £22,446,102 compared with turnover of £7,088,930 in the prior year. The share of partnership income, as detailed in note 4, is determined by the Partnership Agreement. In the case of the company, the share is directly proportional to the amount of underlying profit available in the partnership which has been higher in the current year due to the partnership outperforming against expectation on the non-collection of rental debtors following the pandemic.

Loss on ordinary activities before taxation is £38,381,955 compared to a loss on ordinary activities before taxation of £327,018,563 in the prior year. The main driver for this is the loss from the impairment of amounts owed by related parties. This movement is directly related to the underlying net asset values of the partnership which are largely affected by movements in the valuation of the investment properties held. The fall in investment property values in the partnership have been less marked this year compared to the prior year.

The Balance Sheet on page 10 shows that the company's financial position at the year end has, in net liability terms, increased compared with the prior year. The increase in net liabilities is largely due impairment of the current account receivable as detailed in note 10, the interest charged on the shareholder loans as detailed in note 11, offset partially by the share of partnership income as detailed in note 4.

The impairment of investments in the year was £nil (2021: impairment/write back of £nil). This was based upon the underlying net asset value compared to the carrying value of investments held as detailed in the accounting policies of the company, investment values in the partnership have already been fully written down based on the financial performance of the partnership in previous years. Details of the movement can be found in note 9 of the company's balance sheet. The net liabilities of the partnership are £322,384,238 (2021: £296,144,163) the increase in liabilities being entirely due to the valuation of the investment properties held by the partnership. Since the investment in the partnership has been fully written down the focus of attention goes onto the recoverability of the current account receivable with the partnership. Upon assessment of the current account receivable with the partnership required a further impairment of £26,240,075 (2021 - £296,144,163), which is equal to the movement in the net liabilities within the partnership.

The expected future developments of the company are determined by the strategy of the group. There are no future developments outside of the company's current operations planned.

For more information also see MSC Property Intermediate Holdings Limited group annual report, which can be obtained per the details as listed in note 16.

The performance of the group, which includes the company, is discussed in the group's annual report which does not form part of this report.

Meadowhall Shopping Centre Limited

Strategic Report for the Year Ended 31 March 2022 (continued)

Principal risks and uncertainties

This company is part of a large property investment group. As such, the fundamental underlying risks for this company are those of the property group as discussed below.

The group generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas:

- differential pricing for premium locations and buildings;
- demand for returns from investors in property, compared to other asset classes;
- price differentials for capital to finance the business;
- legislative initiatives, including planning consents and taxation;
- economic cycles, including the impact on tenant covenant quality, interest rates and inflation; and
- consumer demand for out of town shopping centres versus other forms of retailing.

These opportunities also represent risks, the most significant being change to the value of the property portfolio. This risk has high visibility to directors and is considered and managed on a continuous basis. Directors use their knowledge and experience to knowingly accept a measured degree of market risk.

The financial and political risks for the company are managed in accordance with the group financial risk management policy, as disclosed in the consolidated group financial statements.

The company has loans from joint venture partners as described in note 11. Interest is charged at fixed rates, consequently the company has no interest rate exposure.

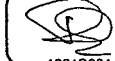
The general risk environment in which the Company operates has remained heightened during the period due to the continued impact of Covid-19, and the emergence of the UK economy from the pandemic, including related challenges in parts of the UK retail market and macroeconomic headwinds through rising inflation. Despite this the general risk environment is considered to have improved during the year with a stabilisation in rents, improved rental collection and footfall and sales returning close to, and in some cases above, pre-pandemic levels. The improvement in the general risk environment will directly impact the degree of certainty around the valuation of investment properties at year end which in turn will directly impact the degree of certainty around the carrying value of investments in subsidiaries.

The emergence of the conflict in Ukraine in February 2022 has led to increased global economic uncertainty with sanctions imposed upon Russia and heightened political and diplomatic tensions. The Directors do not consider the conflict at this stage to have had a material impact on the Company's financial statements owing to the nature of the Company's UK focused operations and limited exposure to Ukrainian and Russian businesses.

10.08.2022

Approved by the Board on and signed on its behalf by:

DocuSigned by:



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Paul Case

Director

Meadowhall Shopping Centre Limited

Directors' Report for the Year Ended 31 March 2022

The directors present their report and the audited financial statements for the year ended 31 March 2022.

Directors of the company

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

H Shah

J Patel

J Brookes

R Peel

P Case

Dividends

Dividends of £nil (2021: £nil) were paid in the year.

Financial performance

The company recorded a loss for the year of £40,112,358 (2021: loss for the year of £327,018,563).

Directors' responsibilities statement

The directors acknowledge their responsibilities 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 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 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 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 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.

The directors 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.

Meadowhall Shopping Centre Limited

Directors' Report for the Year Ended 31 March 2022 (continued)

Environmental matters

The company recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the company's activities. The company operates in accordance with best practice policies and initiatives designed to minimise the company's impact on the environment include safe disposal of manufacturing waste, recycling and reducing energy consumption.

In preparing the financial statements, the impact of climate change has been considered. Whilst noting the Company's commitment to sustainability, there has not been a material impact on the financial reporting judgements and estimates arising from our considerations, which include physical climate and transitional risk assessments conducted by the Company.

Going concern

The directors consider the company to be a going concern and the financial statements are prepared on this basis. The Balance Sheet shows that the company has net current liabilities and net liabilities due to shareholder loans payable of £511m from The British Land Company PLC and NBIM Victoria Partners LP. These loans are repayable on demand. The shareholders of the ultimate parent have no intention to require these amounts to be repaid, in whole or in part, for at least 12 months from the date of signing these accounts unless the Group and the company has sufficient resources to do so.

As such the Directors feel that the company is well placed to manage its business risks successfully despite the current economic climate as detailed in the Group's Annual Report.

Subsequent Events

Details of significant events since the Balance Sheet date, if any, are contained in note 15.

Disclosure of information to the auditors

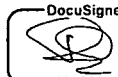
Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Reappointment of independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the next Board Meeting.

10.08.2022

Approved by the Board on and signed on its behalf by:

DocuSigned by:

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Paul Case

Director

Independent auditors' report to the members of Meadowhall Shopping Centre Limited

Report on the audit of the financial statements

Opinion

In our opinion, Meadowhall Shopping Centre Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2022 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: the Balance Sheet as at 31 March 2022; the Profit and Loss Account, the Statement of Comprehensive Income and the 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 Strategic report and 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.

Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 March 2022 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 Strategic report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' responsibilities statement, 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 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 posting inappropriate journal entries to increase revenue and management bias in accounting estimates and judgemental areas of the financial statements. Audit procedures performed by the engagement team included:

- Discussions with management and internal audit, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud, and review of the reports made by management and internal audit;
- Understanding of management's internal controls designed to prevent and detect irregularities;
- Reviewing the Company's litigation register in so far as it related to non-compliance with laws and regulations and fraud;
- Reviewing relevant meeting minutes;
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing of expenses;
- Challenging assumptions and judgements made by management in their significant areas of estimation; and
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations, posted by unexpected users and posted on unexpected days.

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.



Sandra Dowling (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
10 August 2022

Meadowhall Shopping Centre Limited**Profit and Loss Account for the Year Ended 31 March 2022**

| | Note | 2022 £ | 2021 £ |
|--|------|----------------------------|-----------------------------|
| Turnover | 4 | <u>29,535,032</u> | <u>7,088,930</u> |
| Operating profit | | <u>29,535,032</u> | <u>7,088,930</u> |
| Loss from impairment of amounts owed by related parties | 10 | <u>(26,240,075)</u> | <u>(296,144,163)</u> |
| Profit/(loss) on ordinary activities before interest and taxation | | <u>3,294,957</u> | <u>(289,055,233)</u> |
| Interest payable and similar expenses | 5 | <u>(41,676,912)</u> | <u>(37,963,330)</u> |
| Loss on ordinary activities before taxation | | <u>(38,381,955)</u> | <u>(327,018,563)</u> |
| Taxation | 8 | <u>(1,730,403)</u> | <u>-</u> |
| Loss for the year | | <u><u>(40,112,358)</u></u> | <u><u>(327,018,563)</u></u> |

Turnover and results were derived from continuing operations within the United Kingdom.

The notes on pages 12 to 19 form an integral part of these financial statements.

Meadowhall Shopping Centre Limited

Statement of Comprehensive Income for the Year Ended 31 March 2022

| | 2022 | 2021 |
|--|----------------------------|-----------------------------|
| | £ | £ |
| Loss for the year | <u>(40,112,358)</u> | <u>(327,018,563)</u> |
| Total comprehensive expense for the year | <u>(40,112,358)</u> | <u>(327,018,563)</u> |

The notes on pages 12 to 19 form an integral part of these financial statements.

Meadowhall Shopping Centre Limited

(Registration number: 04276642)


Balance Sheet as at 31 March 2022

| | Note | 31 March 2022 £ | 31 March 2021 £ |
|------------------------------------|------|-----------------------|-----------------------|
| Fixed assets | | | |
| Investments | 9 | - | - |
| | | - | - |
| Current assets | | | |
| Debtors | 10 | 146,810,495 | 135,736,777 |
| Corporation Tax asset | 10 | 187,482 | 510,130 |
| | 10 | 146,997,977 | 136,246,907 |
| Creditors due within one year | 11 | (511,083,313) | (460,219,885) |
| Net current liabilities | | (364,085,336) | (323,972,978) |
| Net liabilities | | (364,085,336) | (323,972,978) |
| Capital and reserves | | | |
| Called up share capital | 12 | 1 | 1 |
| Profit and loss account | | (364,085,337) | (323,972,979) |
| Total shareholders' deficit | | (364,085,336) | (323,972,978) |

10.08.2022

Approved by the Board on and signed on its behalf by:

DocuSigned by:



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Paul Case

Director

The notes on pages 12 to 19 form an integral part of these financial statements.

Meadowhall Shopping Centre Limited**Statement of Changes in Equity for the Year Ended 31 March 2022**

| | Share capital £ | Profit and loss account £ | Total £ |
|--|--------------------|---------------------------------|--------------------------|
| Balance at 1 April 2020 | 1 | 3,045,584 | 3,045,585 |
| Loss for the year | - | (327,018,563) | (327,018,563) |
| Total comprehensive expense for the year | - | (327,018,563) | (327,018,563) |
| Balance at 31 March 2021 | 1 | (323,972,979) | (323,972,978) |
| Balance at 1 April 2021 | 1 | (323,972,979) | (323,972,978) |
| Loss for the year | - | (40,112,358) | (40,112,358) |
| Total comprehensive expense for the year | - | (40,112,358) | (40,112,358) |
| Balance at 31 March 2022 | 1 | (364,085,337) | (364,085,336) |

The notes on pages 12 to 19 form an integral part of these financial statements.

Meadowhall Shopping Centre Limited

Notes to the Financial Statements for the Year Ended 31 March 2022

1 General information

The company is a private company limited by share capital, incorporated and domiciled in England, United Kingdom.

The address of its registered office is:

York House
45 Seymour Street
London
W1H 7LX

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). The financial statements are prepared in accordance with the requirements of the Companies Act 2006. Instances in which advantage of the FRS 101 disclosure exemptions have been taken are set out below.

The financial statements have been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

These financial statements are separate financial statements. In accordance with section 400 of the Companies Act 2006, the company is exempt from the preparation of consolidated financial statements, because it is included in the group financial statements of MSC Property Intermediate Holdings Limited.

Summary of disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) The requirements of IAS 1 to provide a Balance Sheet at the beginning of the year in the event of a prior year adjustment;
- (b) The requirements of IAS 1 to provide a Statement of Cash flows for the year;
- (c) The requirements of IAS 1 to provide a statement of compliance with IFRS;
- (d) The requirements of IAS 1 to disclose information on the management of capital;
- (e) The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors to disclose new IFRS's that have been issued but are not yet effective;
- (f) The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- (g) The requirements of paragraph 17 of IAS 24 Related Party Disclosures to disclose key management personnel compensation;
- (h) The requirements of IFRS 7 to disclose financial instruments; and

Meadowhall Shopping Centre Limited

Notes to the Financial Statements for the Year Ended 31 March 2022 (continued)

2 Accounting policies (continued)

- (i) The requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement to disclose information of fair value valuation techniques and inputs.

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, equivalent disclosures are given in the group financial statements of MSC Property Intermediate Holdings Limited. The group financial statements of MSC Property Intermediate Holdings Limited are available to the public and can be obtained as set out in note 16.

Adoption status of relevant new financial reporting standards and interpretations

In the current financial year the Company has adopted a number of minor amendments to standards effective in the year, none of which have had a material impact on the Company.

These amendments include IFRS 16 - Covid-19 Related Rent Concessions, and amendments to IFRS 9, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform - Phase 2.

Going Concern

The directors consider the company to be a going concern and the financial statements are prepared on this basis. The Balance Sheet shows that the company has net current liabilities and net liabilities due to shareholder loans payable of £511m from The British Land Company PLC and NBIM Victoria Partners LP. These loans are repayable on demand. The shareholders of the ultimate parent have no intention to require these amounts to be repaid, in whole or in part, for at least 12 months from the date of signing these accounts unless the Group and the company has sufficient resources to do so.

As such the Directors feel that the company is well placed to manage its business risks successfully despite the current economic climate as detailed in the Group's Annual Report.

Turnover

Share in partnership profits

Turnover is derived from the share of partnership profits from the partnership in which the company is a corporate member. Turnover is recognised in the period in which the profits arose and is recorded at the value of the consideration due.

Finance income and costs policy

Interest payable and receivable is recognised as incurred under the accruals concept. Interest payable includes financing charges which are spread over the period to redemption, using the effective interest method. Commitment fees on non-utilised facilities are also included within interest payable.

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted. Taxable profit differs from net profit as reported in the Profit and Loss Account because it excludes items of income or expense that are not taxable (or tax deductible).

Deferred tax is provided on items that may become taxable at a later date, on the difference between the balance sheet value and tax base value, on an undiscounted basis.

Meadowhall Shopping Centre Limited

Notes to the Financial Statements for the Year Ended 31 March 2022 (continued)

2 Accounting policies (continued)

Debtors

Trade and other debtors are initially recognised at fair value and subsequently measured at amortised cost and discounted as appropriate. The Company calculates the expected credit loss for debtors based on lifetime expected credit losses under the IFRS 9 simplified approach.

Creditors

Trade and other creditors are initially recognised at fair value and subsequently measured at amortised cost and discounted as appropriate.

Borrowings

Shareholder loans are measured at amortised cost. Interest expense is recognised on an accruals basis.

Share in group undertakings

Shares in group undertakings, including dividends received from group subsidiaries, are recognised in the profit and loss account in the year to which they relate.

3 Critical accounting judgements and key sources of estimation uncertainty

In applying the Company's accounting policies, the Directors are required to make critical accounting judgements and assess key sources of estimation uncertainty that affect the financial statements.

The general risk environment in which the Company operates has remained heightened during the period due to the continued impact of Covid-19, and the emergence of the UK economy from the pandemic, including related challenges in parts of the UK retail market and macroeconomic headwinds through rising inflation. Despite this the general risk environment is considered to have improved during the year with a stabilisation in rents, improved rental collection and footfall and sales returning close to, and in some cases above, pre-pandemic levels. The improvement in the general risk environment will directly impact the degree of certainty around the valuation of investment properties at year end which in turn will directly impact the degree of certainty around the carrying value of investments in subsidiaries.

The emergence of the conflict in Ukraine in February 2022 has led to increased global economic uncertainty with sanctions imposed upon Russia and heightened political and diplomatic tensions. The Directors do not consider the conflict at this stage to have had a material impact on the Company's financial statements owing to the nature of the Company's UK focused operations and limited exposure to Ukrainian and Russian businesses.

Key sources of estimation uncertainty

The key source of estimation uncertainty relates to the valuation of investments. The potential for management to make judgements or estimates relating to those items which would have a significant impact on the financial statements is considered, by the nature of the company's business, to be limited.

Critical accounting judgements

The directors do not consider there to be any other critical accounting judgements in the preparation of the Company financial statements.

Meadowhall Shopping Centre Limited**Notes to the Financial Statements for the Year Ended 31 March 2022 (continued)****4 Turnover**

The analysis of the company's turnover for the year from continuing operations is as follows:

| | 2022 £ | 2021 £ |
|-----------------------------|-------------------|------------------|
| Share of partnership income | 29,535,032 | 7,088,930 |
| | <u>29,535,032</u> | <u>7,088,930</u> |

5 Interest payable and similar expenses

| | 2022 £ | 2021 £ |
|---|-------------------|-------------------|
| Interest on loans from joint venture partners (see note 11) | 41,676,912 | 37,963,330 |
| | <u>41,676,912</u> | <u>37,963,330</u> |

6 Auditors' remuneration

A notional charge of £4,300 (2021 : £3,380) is deemed payable to PricewaterhouseCoopers LLP in respect of the audit of the financial statements for the year ended 31 March 2022. Actual amounts payable to PricewaterhouseCoopers LLP are paid at group level by MSC Property Intermediate Holdings Limited.

No non-audit fees (2021 : £nil) were paid to PricewaterhouseCoopers LLP.

7 Staff costs

No director (2021: nil) received any remuneration for services to the company in either year. The remuneration of the directors was borne by another company, for which no apportionment or recharges were made.

Average number of employees, excluding directors, of the company during the year was nil (2021: nil).

8 Taxation

| | 2022 £ | 2021 £ |
|---|------------------|-----------|
| Current taxation | | |
| UK corporation tax | 1,730,403 | - |
| | <u>1,730,403</u> | <u>-</u> |
| Tax charge in the profit and loss account | | |

Meadowhall Shopping Centre Limited**Notes to the Financial Statements for the Year Ended 31 March 2022 (continued)****8 Taxation (continued)**

| | 2022 £ | 2021 £ |
|--|-------------------------|----------------------|
| Tax reconciliation | | |
| Loss on ordinary activities before taxation | <u>(38,381,955)</u> | <u>(327,018,563)</u> |
| Tax on loss on ordinary activities at UK corporation tax rate of 19% (2021: 19%) | <u>(7,292,571)</u> | <u>(62,133,527)</u> |
| Effects of: | | |
| REIT exempt income and gains | (3,199,341) | (599,704) |
| Capital allowances | (669,573) | (733,626) |
| Expenses not allowable | 13,645,878 | 63,915,444 |
| Group relief | (623,378) | (448,587) |
| Prior period adjustment | <u>(130,612)</u> | <u>-</u> |
| Total tax charge | <u><u>1,730,403</u></u> | <u><u>-</u></u> |

On 24 May 2021 legislation was substantially enacted to increase the corporation tax rate to 25% from 1 April 2023. Where relevant this has been reflected in the deferred tax calculation.

9 Investments

| | Shares in subsidiaries £ | Total £ |
|--|--------------------------------|-----------------------------|
| Underlying net asset value of investment | | |
| 1 April 2021 | <u>-</u> | <u>-</u> |
| 31 March 2022 | <u><u>-</u></u> | <u><u>-</u></u> |
| Underlying net asset value of investment | | |
| 1 April 2020 | <u>-</u> | <u>-</u> |
| 31 March 2021 | <u><u>-</u></u> | <u><u>-</u></u> |
| Provision for underlying net asset change | | |
| 1 April 2021 | <u>(787,873,379)</u> | <u>(787,873,379)</u> |
| 31 March 2022 | <u><u>(787,873,379)</u></u> | <u><u>(787,873,379)</u></u> |
| Provision for underlying net asset change | | |
| 1 April 2020 | <u>(787,873,379)</u> | <u>(787,873,379)</u> |
| 31 March 2021 | <u><u>(787,873,379)</u></u> | <u><u>(787,873,379)</u></u> |

Meadowhall Shopping Centre Limited**Notes to the Financial Statements for the Year Ended 31 March 2022 (continued)****9 Investments (continued)**

| | Shares in subsidiaries £ | Total £ |
|----------------------|--------------------------------|---------------------------|
| At cost | | |
| 31 March 2022 | <u>787,873,379</u> | <u>787,873,379</u> |
| 31 March 2021 | <u>787,873,379</u> | <u>787,873,379</u> |

Details of the subsidiaries as at 31 March 2022 are as follows:

| Subsidiary | Principal activity | Interest | Country |
|--------------------------------|---------------------------|-----------------|----------------|
| Meadowhall Limited Partnership | Property Investment | 99.99% | Jersey |
| Meadowhall Finance PLC | Financing | 99.99% | United Kingdom |
| Meadowhall HoldCo Limited | Dormant | 99.99% | United Kingdom |
| Meadowhall SubCo Limited | Dormant | 99.99% | United Kingdom |
| Meadowhall Nominee 1 Limited | Dormant | 99.99% | United Kingdom |
| Meadowhall Nominee 2 Limited | Dormant | 99.99% | United Kingdom |
| MSC (Cash Management) Limited | Cash Management | 99.99% | United Kingdom |

All investments based in the United Kingdom have a registered address of York House, 45 Seymour Street, London, W1H 7LX.

All investments based in Jersey have a registered address of 47 Esplanade, St Helier, Jersey, JE1 0BD. The carrying value of investments is the lower of cost and the underlying net asset value. Therefore, where the company's investments hold investment property, the underlying net asset value of those investments is dependent on the valuation of the investment property held.

Meadowhall Shopping Centre Limited**Notes to the Financial Statements for the Year Ended 31 March 2022 (continued)****10 Debtors**

| | 31 March 2022 £ | 31 March 2021 £ |
|--|---------------------------|---------------------------|
| Amounts due from related parties | 469,194,733 | 431,880,940 |
| Provision for amounts due from related parties | <u>(322,384,238)</u> | <u>(296,144,163)</u> |
| Net trade debtors | 146,810,495 | 135,736,777 |
| Corporation tax asset | <u>187,482</u> | <u>510,130</u> |
| | <u>146,997,977</u> | <u>136,246,907</u> |

Debtors from related parties relate to amounts due from the partnership which are repayable on demand. There is no interest charged on these balances.

An impairment of £322,384,238 (2021 : £296,144,163) against amounts due to related parties has been recorded. The increase in impairment of £26,240,075 has been recorded in the profit and loss account in the year.

11 Creditors due within one year

| | 31 March 2022 £ | 31 March 2021 £ |
|--|---------------------------|---------------------------|
| Amounts due to related parties | - | 103,484 |
| Other borrowings - Loans from joint venture partners | <u>511,083,313</u> | <u>460,116,401</u> |
| | <u>511,083,313</u> | <u>460,219,885</u> |

Amounts due to related parties relate to amounts owed to group companies which are repayable on demand. Interest is charged on these balances in accordance with the group policy on intercompany loan accounts.

Of the loan from joint venture partners, £255,541,657 (2021 : £230,058,201) is due to The British Land Company PLC and £255,541,657 (2021 : £230,058,201) is due to NBIM Victoria Partners LP. Interest is charged at 10.0% per annum on £374,546,854 (2021: £339,321,000), 6.5% per annum on £103,311,459 (2021: £96,860,401) and 0% per annum on £33,225,000 (2021: £23,935,000). No security has been given against these loans.

Meadowhall Shopping Centre Limited**Notes to the Financial Statements for the Year Ended 31 March 2022 (continued)****12 Share capital****Allotted, called up and fully paid shares**

| | No. | 31 March 2022 £ | No. | 31 March 2021 £ |
|----------------------------|-----|-----------------------|-----|-----------------------|
| Ordinary shares of £1 each | 1 | 1 | 1 | 1 |

13 Capital commitments

The total amount contracted for but not provided in the financial statements was £nil (2021: £nil)

14 Contingent liabilities

The company is jointly and severally liable with MSC Property Intermediate Holdings Limited and fellow subsidiaries for all monies falling due under the group VAT registration.

15 Subsequent events

There have been no significant events since the year end.

16 Parent and ultimate parent undertaking

The immediate parent company is Meadowhall Shopping Centre Property Holdings Limited.

MSC Property Intermediate Holdings Limited is the smallest and largest group for which group financial statements are available and which include the company. The ultimate holding company and controlling party is MSC Property Intermediate Holdings Limited, a joint venture between The British Land Company PLC and NBIM Victoria Partners LP. Group financial statements for this company are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX.

Consequently no party has overall control of MSC Property Intermediate Holdings Limited.