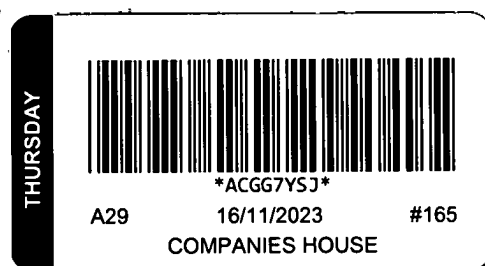


SANCTUARY (NW MANAGEMENT) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023

Company Number: 04806841



Sanctuary (NW Management) Limited

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Sanctuary (NW Management) Limited

Directors and advisors at date of approval of the financial statements

Directors

Ed Lunt
Nathan Warren
James Whitmore
Peter Williams

Company Secretary

Nicole Seymour

Independent statutory auditor

KPMG LLP
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Internal auditor

PricewaterhouseCoopers LLP
One Chamberlain Square
Birmingham
B3 3AX

Banker

Barclays Bank PLC
Barclays Corporate
Social Housing Team
Level 27
1 Churchill Place
London
E14 5HP

Legal advisor

Gowling WLG (UK) LLP
Two Snowhill
Birmingham
B4 6WR

Registered office

Sanctuary House
Chamber Court
Castle Street
Worcester
WR1 3ZQ

Registered number

Company number: 04806841

Sanctuary (NW Management) Limited

Directors' Report for the year ended 31 March 2023

The Directors present their annual report and audited financial statements of Sanctuary (NW Management) Limited (the Company) for the year ended 31 March 2023.

Principal activity

The principal activities of the Company are commercial property investment, property development and property management.

The Company's ultimate parent undertaking is Sanctuary Housing Association and the Company forms part of the Sanctuary Group of entities (the Group).

The Company is registered under the Companies Act under number 04806841.

Review of the business and future developments

The results of the Company for the year are set out on page 10. The Company's operating performance remained broadly in line with the prior year, with a small increase in revenue to £73,000 (2022: £72,000) and just a small decrease in operating profit to £3,000 (2022: £5,000). Pre-tax profits were £22,000 compared to £5,000 in the prior year due to increased interest rates which resulted in the Company receiving £19,000 of interest on its bank balance (2022: £nil).

During the year, the Company paid £85,000 in full and final settlement to exit a joint venture arrangement with White Property Services Limited. The Company had already fully provided for this sum in a previous year and so there was no impact on profits in the current year. Termination of the agreement has no immediate impact on trading performance, but frees the Company from restriction over its investment property. Further details can be found in note 14.

Going concern

The Company currently has net current liabilities and net liabilities on its Balance Sheet; however, the majority of liabilities relate to balances held with other Group entities. The Company has the continued support of its ultimate parent, Sanctuary Housing Association, who has provided a letter of support to the Directors of the Company to confirm that it intends to provide financial and other support as required for a period of at least 12 months from the date of these financial statements. Accordingly, the Company continues to adopt the going concern basis in its financial statements. Further details are given in note 1.

Key performance indicators

The Company has no specific key performance indicators. The Company is part of the Group and is therefore subject to Group financial management and monitoring of performance.

Risk management

Major business risks of the Company are identified through a system of continuous monitoring. This is achieved through the Group's review of the major strategic, business and operational risks to which the Company is exposed. Systems and procedures are established at a Group level to mitigate those risks and to minimise any potential impact on the Company should any of those risks materialise.

Sanctuary (NW Management) Limited

Directors' Report for the year ended 31 March 2023 continued

Directors

The Directors who have served during the year and to the date of the financial statements being approved unless otherwise stated were:

Simon Clark	(resigned 25 May 2022)
Ed Lunt	(Chair) (appointed 25 May 2022)
Nathan Warren	
James Whitmore	
Peter Williams	

Company Secretary

Nicole Seymour

Sanctuary (NW Management) Limited**Statement of Directors' responsibilities in respect of the Directors' report and the financial statements**

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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Disclosure of information to independent auditor

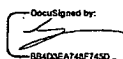
In the case of each Director in office at the date the Directors' report is approved:

- (a) so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- (b) 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 auditor is aware of that information.

KPMG LLP has indicated its willingness to continue in office. A resolution concerning the appointment of the auditor will be proposed at the next Annual General Meeting.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

By order of the Board of Directors.

DocuSigned by:
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Ed Lunt
Chair
6 November 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SANCTUARY (NW MANAGEMENT) LIMITED

Opinion

We have audited the financial statements of Sanctuary (NW Management) Limited (the Company) for the year ended 31 March 2023 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements (the going concern period).

In our evaluation of the Directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the Directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SANCTUARY (NW MANAGEMENT) LIMITED CONTINUED

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of Directors, internal audit and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, including the internal audit function, and the Company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries (and the risk of bias in accounting estimates and judgements such as classification of property). On this audit we do not believe there is a fraud risk related to revenue recognition because the Company does not operate in an industry that would create an inherent revenue risk, the revenue transactions do not contain estimates, there is no history of significant or a high number of audit misstatements in relation to revenue and management is not incentivised on revenue directly.

We did not identify any additional fraud risks.

We performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the Directors (as required by auditing standards) and discussed with the Directors the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, anti-bribery and employment law. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the committee and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SANCTUARY (NW MANAGEMENT) LIMITED CONTINUED

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Directors' report

The Directors are responsible for the Directors' Report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the Directors' Report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Directors' Report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 5, the Directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SANCTUARY (NW MANAGEMENT) LIMITED CONTINUED

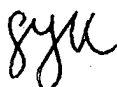
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities

The purpose of our audit work and to whom we owe our responsibilities

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



**Sarah Tannock-Kitchen (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants

One Snowhill

Snow Hill Queensway

Birmingham

B4 6GH

Date: 9 November 2023

Sanctuary (NW Management) Limited**Sanctuary
Group****Profit and Loss Account for the year ended 31 March 2023**

	Notes	2023 £'000	2022 £'000
Turnover	2	73	72
Operating costs		(70)	(67)
Operating profit	3	3	5
Interest receivable	4	19	-
Profit before taxation		22	5
Taxation for the year	6	-	(4)
Profit for the financial year		<u>22</u>	<u>1</u>

The profit for the current and prior years relates wholly to continuing activities.

There is no material difference between the profit before taxation and the profit for the financial year stated above and their historical cost equivalents.

There are no recognised gains and losses other than those included in the Profit and Loss Account above and therefore no separate Statement of Other Comprehensive Income has been presented.

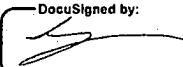
The notes on pages 13 to 21 form part of these financial statements.

Sanctuary (NW Management) Limited**Balance Sheet as at 31 March 2023**

	Notes	2023 £'000	2022 £'000
Fixed assets			
Investment property	7	891	907
		<u>891</u>	<u>907</u>
Current assets			
Deferred tax due after more than one year	8	-	-
Debtors	9	15	6
Cash at bank and in hand		938	856
		<u>953</u>	<u>862</u>
Current liabilities			
Creditors: amounts falling due within one year	10	(1,991)	(1,853)
Provisions	11	-	(85)
		<u>(1,991)</u>	<u>(1,938)</u>
Net current liabilities		<u>(1,038)</u>	<u>(1,076)</u>
Total assets less current liabilities		<u>(147)</u>	<u>(169)</u>
Net liabilities		<u>(147)</u>	<u>(169)</u>
Capital and reserves			
Called up share capital	12	-	-
Profit and loss account		(147)	(169)
Total shareholders' deficit		<u>(147)</u>	<u>(169)</u>

The notes on pages 13 to 21 form part of these financial statements.

The financial statements were authorised and approved by the Board of Directors on 6 November 2023 and signed on its behalf by:

DocuSigned by:

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Ed Lunt
Chair

Sanctuary (NW Management) Limited**Statement of Changes in Equity for the year ended 31 March 2023**

	Called up share capital	Profit and loss account £'000	Total equity £'000
At 1 April 2021	-	(170)	(170)
Profit for the year	-	1	1
Total comprehensive income	-	1	1
At 31 March 2022	-	(169)	(169)
At 1 April 2022	-	(169)	(169)
Profit for the year	-	22	22
Total comprehensive income	-	22	22
At 31 March 2023	-	(147)	(147)

The notes on pages 13 to 21 form part of these financial statements.

Sanctuary (NW Management) Limited**Notes to the financial statements for the year ended 31 March 2023****1. Principal accounting policies****General information**

Sanctuary (NW Management) Limited is a company incorporated and domiciled in the UK.

The financial statements are presented in pounds sterling, which is the Company's functional currency. Unless otherwise stated, amounts are denominated in thousands (£'000) rounded to the nearest thousand.

Basis of accounting

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards (IFRS), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, Sanctuary Housing Association, includes the Company in its consolidated financial statements. The consolidated financial statements of Sanctuary Housing Association are prepared in accordance with IFRS and are available to the public and may be obtained from Sanctuary Housing Association, Chamber Court, Castle Street, Worcester WR1 3ZQ.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Cash Flow Statement and related notes;
- comparative period reconciliations for investment properties;
- disclosures in respect of transactions with wholly owned subsidiaries of the Group;
- the effects of new but not yet effective IFRSs;
- disclosures in respect of the compensation of Key Management Personnel; and
- certain disclosures required by IFRS 15.

As the consolidated financial statements of Sanctuary Housing Association include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The financial statements have been prepared on the historical cost basis.

Going concern

The Company's principal activities, together with factors likely to affect its future performance, are set out on page 3.

Notwithstanding net current liabilities of £1,038,000 at 31 March 2023 (2022: £1,076,000), the financial statements have been prepared on a going concern basis, which the Directors consider to be appropriate for the following reasons.

Sanctuary (NW Management) Limited**Notes to the financial statements for the year ended 31 March 2023 continued****1. Principal accounting policies (continued)****Going concern (continued)**

The Directors have prepared a going concern assessment, based on consideration of cash flow forecasts, for a period of at least 12 months from the date of approval of these financial statements (the going concern assessment period), which indicate that, taking account of a number of severe but plausible downside scenarios, the Company will have sufficient funds, through funding from its ultimate parent, Sanctuary Housing Association, to meet its liabilities as they fall due for that period.

These forecasts are dependent on Sanctuary Housing Association not seeking repayment of the amounts currently due to the Group, which at 31 March 2023 amounted to £1,922,000 (2022: £1,787,000) (note 10), and providing additional financial support during that period. Sanctuary Housing Association has indicated its intention to continue to make available such funds as are needed by the Company, and that it does not intend to seek repayment of the amounts due at the balance sheet date, for the period covered by the forecasts. As with any company placing reliance on other group entities for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the Directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and have therefore prepared the financial statements on a going concern basis.

Critical accounting estimates, judgements and assumptions***Classification of property***

A degree of judgement is required over whether property held by the Company is treated as property, plant and equipment or as investment property.

Investment property is property held to earn rentals or for capital appreciation or both. The Company considers all its property to fall under this definition.

Turnover

Turnover represents rental income received from housing accommodation. Turnover is measured at the fair value of the consideration received or receivable, net of discounts, VAT and other sales related taxes. Where charges are billed in advance these are recorded as deferred income.

Value Added Tax (VAT)

The majority of the Company's turnover is exempt from VAT; however certain activities are subject to VAT and give rise to a small amount of VAT recovery. Where appropriate, costs are stated including irrecoverable VAT.

Corporation tax

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

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

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax

Sanctuary (NW Management) Limited**Notes to the financial statements for the year ended 31 March 2023 continued****1. Principal accounting policies (continued)****Corporation tax (continued)**

provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future profits will be available against which the temporary difference can be utilised.

Expected credit losses on trade receivables

Loss allowances for trade receivables are measured at an amount equal to lifetime Expected Credit Losses (ECLs). Lifetime ECLs are a probability-weighted estimate of credit losses that result from all possible default events over the expected life of the receivable.

When estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Investment property

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. The Company classifies all of its property as investment property. The Company has chosen to apply the cost model to all of its investment properties; they are therefore stated at historical cost less accumulated depreciation.

Historical cost includes expenditure that is directly attributable to the acquisition of the items. The cost of such properties includes the following:

- a) Cost of acquiring land and buildings
- b) Construction costs including internal equipment and fitting
- c) Directly attributable development administration costs
- d) Cost of capital employed during the development period
- e) Expenditure incurred in respect of improvements and extensions to existing properties
- f) Construction costs incurred but not yet certified at the Balance Sheet date.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Expenditure on housing properties which is capable of generating increased future rents, extends their useful life, or significantly reduces future maintenance costs, is capitalised.

All other repairs and maintenance are charged to the Profit and Loss Account during the financial year in which they are incurred.

Sanctuary (NW Management) Limited**Notes to the financial statements for the year ended 31 March 2023 continued****Investment property (continued)**

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Structure	40 - 125 years
Door and door entry systems	10 - 40 years
Bathrooms	15 - 40 years
External works	20 - 25 years
Heating system	15 - 40 years
Kitchens	30 years
Lifts	10 years
Renewables	25 years
Roof covering	50 years
Windows	40 years
Electrical wiring	30 years

The acquisition and disposal of properties is accounted for on the date when completion takes place.

Impairment testing – property

When an impairment indicator is identified, an impairment review is performed at an individual property level and compared against its recoverable amount, which is defined as the higher of:

- the fair value less selling costs of the property, or
- its value in use (VIU).

Should the net book value of the property exceed the higher of these measures, it is impaired to this value, with the movement going through the Statement of Comprehensive Income.

Fair value is deemed to be the market value of the property based on its existing use.

VIU is calculated using an assessment of future cash flows discounted in perpetuity.

Provisions

A provision is recognised when the Company has a measurable present legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation.

Preference shares

The Company has preference shareholders who receive dividends prior to ordinary shareholders. The shares are classified as a source of debt and any dividends payable as part of interest payable, in accordance with IAS 32 Financial Instruments: Presentation.

2. Turnover

	2023 £'000	2022 £'000
Rental income	73	72
	<u>73</u>	<u>72</u>

All turnover is UK based.

Sanctuary (NW Management) Limited**Notes to the financial statements for the year ended 31 March 2023 continued****3. Operating profit**

Operating profit is arrived at after charging:

	2023 £'000	2022 £'000
Depreciation – investment property (note 7)	17	17
Auditor's remuneration	<u>1</u>	<u>1</u>

No non-audit services were provided in the year (2022: none).

4. Interest receivable

	2023 £'000	2022 £'000
Bank interest receivable	<u>19</u>	<u>-</u>

5. Directors' emoluments and employees

In the current and prior year all Directors were employed by the ultimate parent undertaking, Sanctuary Housing Association, and their costs were not recharged as they were incidental to their services provided to other Sanctuary Group companies. Expenses borne by the ultimate parent undertaking are negligible. The Company has no employees (2022: none).

6. Taxation for the year

(a) Analysis of tax credit for the year

	2023 £'000	2022 £'000
Current tax:		
UK corporation tax on profit for the year	-	2
	-	2
Deferred tax:		
Temporary timing differences	-	2
Total deferred tax charge	-	2
Total tax charge for the year	<u>-</u>	<u>4</u>

The tax charge for the year is less than (2022: more than) that calculated at the main rate of corporation tax in the UK. The differences are explained below.

Sanctuary (NW Management) Limited**Notes to the financial statements for the year ended 31 March 2023 continued****(b) Factors affecting the tax charge for the year**

	2023 £'000	2022 £'000
Profit before taxation	<u>22</u>	<u>5</u>
Profit multiplied by main company rate of corporation tax in the UK of 19% (2022: 19%)	4	1
Effects of:		
Non deductible expenses	3	3
Utilisation of brought forward losses	-	(2)
Deferred tax charge	-	2
Group relief claimed for nil consideration	(7)	-
Total tax charge for the year	<u>-</u>	<u>4</u>

(c) Factors affecting future tax charge

The Finance Act 2021 was substantively enacted on 24 May 2021. Following enactment, the rate of corporation tax will remain at 19 per cent for 2023 but will increase to a main rate of 25 per cent for profits over £250,000 from April 2023. Companies with profits below £50,000 will be subject to a small profits rate of 19 per cent, while profits between £50,000 and £250,000 will be subject to corporation tax at the main rate reduced by a marginal relief, providing a gradual increase in the effective corporation tax rate.

7. Investment Property

	Investment Property £'000
Cost	
At 1 April 2022 and at 31 March 2023	<u>1,245</u>
Depreciation	
At 1 April 2022	338
Charge for the year	<u>16</u>
At 31 March 2023	<u>354</u>
Net book value	
At 31 March 2023	<u>891</u>
At 31 March 2022	<u>907</u>

Fair value of investment property

The estimated fair value of the investment property is £1,661,000 (2022: £1,603,000). The fair value for the year ended 31 March 2023 has been determined by applying a 3.60 per cent (2022: 9.48 per cent) increase to the prior year value. The percentage increase is based on information from the UK house price index. A formal valuation has not been performed by an independent valuer. In accordance with fair value measurement hierarchy these are deemed to be Level 3 valuations.

Sanctuary (NW Management) Limited**Notes to the financial statements for the year ended 31 March 2023 continued****7. Investment Property (continued)****Annual impairment review**

The Company annually reviews investment properties for indicators of potential impairment. Properties that reveal indicators are then subjected to further review. Where indicators of impairment exist, an asset's recoverable amount must be estimated, to determine if an impairment adjustment is required.

The Directors have determined, based on local market data, that property market value exceeds net book value, and so, no detailed impairment testing has been performed. For the year ended 31 March 2023, no properties were identified as having indicators of potential impairment (2022: none).

Restrictions

The joint venture agreement was terminated during the year, resulting in a lifting of restrictions over the investment property title.

Assets pledged as security

No assets have been pledged to secure borrowings (2022: none).

Freehold and leasehold

All investment property is long leasehold.

Items recognised in the Profit and Loss Account

Rental income from investment property during the year amounted to £73,000 (2022: £72,000).

Direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the year amounted to £40,000 (2022: £37,000).

The Company has no investment property that does not generate rental income.

8. Deferred Tax

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

	2023 £'000	2022 £'000
As at 1 April	-	2
Temporary timing differences	-	(2)
As at 31 March	-	-
Comprising:		
Temporary timing differences	-	-
	-	-

Sanctuary (NW Management) Limited**Notes to the financial statements for the year ended 31 March 2023 continued****9. Debtors**

	2023 £'000	2022 £'000
Trade debtors	15	6
	<u>15</u>	<u>6</u>

An impairment loss allowance is held against trade debtors totalling £400 (2022: £6,000).

10. Creditors: amounts falling due within one year

	2023 £'000	2022 £'000
Trade creditors	1	1
Amounts owed to Group undertakings	1,922	1,787
Preference shares ("B" shares) classified as financial liabilities	50	50
Other creditors	8	7
Corporation tax	-	2
Accruals and deferred income	10	6
	<u>1,991</u>	<u>1,853</u>

Amounts owed to Group undertakings are trading in nature, repayable on demand and do not incur interest. No security is provided against any of the above liabilities.

The "B" £1 ordinary shares do not have any voting rights unless the Company is in arrears with the "B" dividend.

The "B" shareholders are entitled to a dividend of 8% on the nominal value of the "B" share capital. On winding up the "B" shareholders have priority before "A" shareholders.

"B" shareholders can require the shares to be redeemed after 1 April 2018. The Company is under an obligation to redeem by 1 April 2028.

11. Provisions

	2023 £'000	2022 £'000
Provisions	-	85
	<u>-</u>	<u>85</u>

An £85,000 provision was held in relation to the cost of terminating a joint venture agreement. During the year the provision was fully utilised after payment of the entire amount in full and final settlement of the arrangement.

Sanctuary (NW Management) Limited**Notes to the financial statements for the year ended 31 March 2023 continued****12. Called up share capital**

	2023	2022
	£	£
Authorised		
1 "A" ordinary shares of £1 each	<u>1</u>	<u>1</u>
Allotted and fully paid		
1 "A" ordinary shares of £1 each	<u>1</u>	<u>1</u>

13. Ultimate controlling party

The ultimate parent undertaking and controlling party is Sanctuary Housing Association being the largest group to consolidate these financial statements, registered in England as a Registered Society (Number 19059R) and with The Regulator of Social Housing (Number L0247).

14. Joint venture agreement

The Company had a joint venture agreement, dating from 2007, with White Property Services Limited, regarding development of the Company's property at Cathedral Point, Liverpool. The arrangement was terminated during the year after payment of £85,000 in a full and final settlement resulting in utilisation of a brought forward provision (note 11) which was recognised within current liabilities.

15. Post balance sheet events

An irrevocable payment was made in respect of termination of the joint venture agreement in January 2023. However, the lifting of all Land Registry restrictions over the property title did not conclude until 25 June 2023.