COMPANY REGISTRATION NUMBER: 05694528

Chancerygate (Milton Keynes) Limited
Directors' Report and Financial Statements
For the year ended
31 March 2022



Financial Statements

Year ended 31 March 2022

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Officers and Professional Advisers

The board of directors Mr James Deane

Mr Richard Bains

Company secretary Chancerygate Corporate Services Limited

Registered office 12a Upper Berkeley Street

London W1H 7QE

Auditor BDO LLP

Chartered Accountant & Statutory Auditor

55 Baker Street

London W1U 7EU

Directors' Report

Year ended 31 March 2022

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

Directors

The directors who served the company during the year were as follows:

Mr James Deane Mr Richard Bains

Qualifying indemnity provision

The company has granted an indemnity to all of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the Directors' Report.

Directors' responsibilities statement

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 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 judgments 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. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' Report (continued)

Year ended 31 March 2022

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

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

BDO LLP have been re-appointed as auditor for the ensuing year in accordance with section 485 of the Companies Act 2006.

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 12 October 2022 and signed on behalf of the board by:

OccuSigned by:

James Deane
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Mr James Deane Director

Registered office: 12a Upper Berkeley Street London W1H 7QE

Independent Auditor's Report to the Members of Chancerygate (Milton Keynes) Limited

Year ended 31 March 2022

Opinion

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Chancerygate (Milton Keynes) Limited (the 'company') for the year ended 31 March 2022 which comprise the statement of income and retained earnings, statement of financial position and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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.

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.

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

Independent Auditor's Report to the Members of Chancerygate (Milton Keynes) Limited (continued)

Year ended 31 March 2022

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and the 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors reports and take advantage of the small companies exemption from the requirement to prepare a strategic report.

Independent Auditor's Report to the Members of Chancerygate (Milton Keynes) Limited (continued)

Year ended 31 March 2022

Responsibilities of 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 and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We gained an understanding of the legal and regularity framework applicable to company and the industry in which it operates, and considered the risk of acts by the company that were contrary to applicable laws and regulations, including fraud.

We focused on laws and regulations that could give rise to a material misstatement in the financial statements, including, but not limited to, financial reporting legislation, the Companies Act 2006, distributable profits legislation and tax legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items. Our tests included agreeing the financial statement disclosures to underlying supporting documentation, review of board and committee meeting minutes, enquiries with management, review of correspondence with external legal advisors and review of press releases.

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 management bias in accounting estimates. We addressed the risk of management override of internal controls through testing journals, in particular any entries posted with unusual account combinations or posted by senior management. We evaluated whether there was evidence of bias by the Directors in accounting estimates that represented a risk of material misstatement due to fraud. We challenged assumptions and judgements made by management in their significant accounting estimates, in particular in relation to the recoverability of debtors and proposed developments.

Independent Auditor's Report to the Members of Chancerygate (Milton Keynes) Limited (continued)

Year ended 31 March 2022

Auditor's responsibilities for the audit of the financial statements (continued)

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

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

Use of our report

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

—DocuSigned by:

Thomas Edward Goodworth

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Thomas Edward Goodworth (Senior Statutory Auditor)

For and on behalf of BDO LLP Chartered Accountant & Statutory Auditor 55 Baker Street London W1U 7EU

Date: 12 October 2022

BDO LLP is a limited liability partnership registered in England and Wales (with registration number OC305127).

Statement of Income and Retained Earnings

Year ended 31 March 2022

·	2022	2021
	£	£
Turnover	1,196,156	1,065,967
Cost of sales	(154,606)	(148,966)
Gross profit	1,041,550	917,001
Administrative expenses	(4,853)	(6,944)
Unrealised property gain	3,934,819	3,743,271
Operating profit	4,971,516	4,653,328
Other interest receivable and similar income	107	68
Interest payable and similar expenses	(519,774)	(441,969)
Profit before taxation	4,451,849	4,211,427
Tax on profit	(1,411,690)	(788,698)
Profit for the financial year and total comprehensive income	3,040,159	3,422,729
Dividends paid and payable	_	(2,500,000)
Retained earnings at the start of the year	4,905,702	3,982,973
Retained earnings at the end of the year	7,945,861	4,905,702

All the activities of the company are from continuing operations.

The company has no other recognised items of income and expenses other than the results for the year as set out above.

Statement of Financial Position

31 March 2022

	Note	2022 £	2021 £
Fixed assets Investment Property	6	26,152,699	21,857,046
Current assets Debtors	7	2,380,266	986,463
Creditors: amounts falling due within one year	8	(6,442,861)	(16,625,907)
Net current liabilities		(4,062,595)	(15,639,444)
Total assets less current liabilities		22,090,104	6,217,602
Creditors: amounts falling due after more than one year	9	(11,475,000)	-
Provisions	10	(2,669,239)	(1,311,896)
Net assets		7,945,865	4,905,706
Capital and reserves Called up share capital Profit and loss account		4 7,945,861	4 4,905,702
Shareholders funds		7,945,865	4,905,706

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

These financial statements were approved by the board of directors and authorised for issue on 12 October 2022, and are signed on behalf of the board by:

DocuSigned by:

James Deane -D1D8DB1361F5430...

Mr James Deane Director

Company registration number: 05694528

Notes to the Financial Statements

Year ended 31 March 2022

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is 12a Upper Berkeley Street, London, W1H 7QE.

2. Statement of compliance

These financial statements have been prepared in compliance with Section 1A of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting policies

Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 - 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis except for the modification of certain financial assets and liabilities and investment properties measured at fair value through the Statement of Income and Retained Earnings.

The financial statements are presented in Sterling (£), which is the functional currency of the entity.

Interest costs

All financing costs are recognised in the Statement of Income and Retained Earnings in the year in which they are incurred.

Going concern

The company is in a net current liability position as at 31 March 2022 and has therefore received an undertaking from its parent that no intra-group amounts owed by the company will be called for repayment for a period of 12 months from the date of approval of these financial statements unless the company is in a position to make payments without adversely affecting its ability to continue to trade and settle any future obligations.

The financial statements have been prepared on a going concern basis. In considering going concern, management review the financial information of the company for a period of at least 12 months from the date of approval of the financial statements. Having reviewed this information, management believes that the company has sufficient resources to continue in operational existence for the foreseeable future with the support of its parent company. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Debtors

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

Notes to the Financial Statements (continued)

Year ended 31 March 2022

3. Accounting policies (continued)

Revenue recognition

Turnover represents income from the sale and rental of development properties at invoiced amounts less value added tax and arises solely within the United Kingdom. Sales of properties are accounted for when exchanged contracts become unconditional. Profits on pre-sold development properties are only accounted for when all material development risks have passed. Rental income on operating leases is recognised on a straight line basis over the lease term.

Taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, the deferred tax is reversed.

Deferred tax is recognised when income or expenses from a subsidiary or associate have been recognised, and will be assessed for tax in a future period, except where:

- the company is able to control the reversal of the timing difference; and
- it is probable that the timing difference will not reverse in the foreseeable future.

A deferred tax liability or asset is recognised for the additional tax that will be paid or avoided in respect of assets and liabilities that are recognised in a business combination. The amount attributed to goodwill is adjusted by the amount of deferred tax recognised.

Deferred tax is calculated using the tax rates and laws that that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference. With the exception of changes arising on the initial recognition of a business combination, the tax expense (income) is presented either in profit or loss, other comprehensive income or equity depending on the transaction that resulted in the tax expense (income).

Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors. Deferred tax assets and deferred tax liabilities are offset only if:

- the company has a legally enforceable right to set off current tax assets against current tax liabilities; and
- the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously.

Notes to the Financial Statements (continued)

Year ended 31 March 2022

3. Accounting policies (continued)

Investment property

Investment property is carried at fair value with gains or losses arising from changes in fair value recognised in the Statement of Income and Retained Earnings in the year in which they arise. No depreciation is provided.

Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the statement of financial position and the amount of the provision as an expense.

Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset. When a provision is measured at the present value of the amount expected to be required to settle the obligation, the unwinding of the discount is recognised as a finance cost in profit or loss in the period it arises.

Creditors

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

Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

Notes to the Financial Statements (continued)

Year ended 31 March 2022

4.	Auditor's remuneration	•		
		2022 £	2021 £	
	Fees payable for the audit of the financial statements	3,500	3,224	

5. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2021: £nil). The directors are remunerated through Chancerygate Limited.

6. Investment property

	Investment Property £
Fair value	
At 1 April 2021	21,857,046
Revaluations	4,295,653
At 31 March 2022	26,152,699
At 1 April 2021 and 31 March 2022	_
Carrying amount	
At 31 March 2022	26,152,699
At 31 March 2021	21,857,046

At 31 March 2022, the investment property was valued by the directors of the company, one of whom is a chartered surveyor, with a recognised and relevant professional qualification. At the prior year end, the investment property was valued by Knight Frank. Knight Frank is an independent firm of chartered surveyors, whom have a recognised and relevant professional qualification. The basis of the market value used is in accordance with the definition provided by the Royal Institute of Chartered Surveyors. The carrying value of the investment property at the year end reflected this valuation.

This valuation is net of any rent incentive provisions that is recognised elsewhere in the balance sheet.

The valuations undertaken by Knight Frank in 2021 were taken into consideration by the internal chartered surveyor as well as the following critical assumptions:

- Tenure type (freehold or leasehold)
- · Tenancy arrangements
- Remaining lease terms
- Rent review provisions
- Property age, condition and dilapidation requirements

Notes to the Financial Statements (continued)

Year ended 31 March 2022

-	D - L 4	
,	Debtors	

	2022 £	2021 £
Trade debtors	_	5,271
Amounts owed by group undertakings	1,410,279	_
Amounts owed by related parties	401,303	401,303
Deferred tax asset	76,602	76,602
Prepayments and accrued income	39,298	36,281
Other debtors	452,784	467,006
	2,380,266	986,463

Included within other debtors is an amount of £127,301 (2021: £98,756) that relates to a rent incentive provision.

Amounts owed by group are repayable on demand and interest free.

8. Creditors: amounts falling due within one year

	2022	2021
	£	£
Bank loans and overdrafts	_	4,514,093
Trade creditors	41,789	44,754
Amounts owed to group undertakings	4,800,000	5,999,450
Amounts owed to related parties	22,840	4,965,577
Accruals and deferred income	1,475,834	1,102,033
Corporation tax	58,153	_
Social security and other taxes	44,245	_
	6,442,861	16,625,907

More details on the bank loan in the prior year end are included in note 9 below.

Included in amounts owed to group undertakings is an amount of £4,800,000 passed to the company via a parent company in respect of an unsecured loan. Interest on the loan is paid at 6% and the loan also carries the right to a share in the profit on the developments should it be disposed of. The loan agreement is between the lender and Chancerygate Investment Property Limited.

This loan agreement was entered into on 31 March 2022, and replaced a loan held between the lender and Chancerygate Limited. This previous loan had the same terms as detailed above, with £4,800,000 being reflected in amounts due to related parties at the prior year end. Interest incurred on this loan in the year has been disclosed in related party note 11.

No interest is charged on the remainder of the amount owed to group undertakings.

9. Creditors: amounts falling due after more than one year

	2022	2021
	£	£
Bank loans and overdrafts	11,475,000	_

Notes to the Financial Statements (continued)

Year ended 31 March 2022

9. Creditors: amounts falling due after more than one year (continued)

On 30 June 2021, Chancerygate Holdco Limited, the parent of the company, entered into a £53,762,500 loan facility and lent £11,475,000 to the company. The company utilised the funds to repay the previous loan facility. Interest on the new loan is charged at LIBOR + 1.8% with a minimum rate of 2.3%. This facility is secured over the assets of the Chancerygate Holdco Limited group. The loan will be fully repaid on expiry of the facility on 29 June 2026.

10. Provisions

The provision noted for the current and prior year on the statement of financial position relates to a deferred tax liability of £2,447,966 (2021: £1,255,339) made with respect to the revaluation of investment property to fair value and accelerated capital allowances of £221,273 (2021: £199,057).

11. Related party transactions

During the year the company entered into the following transactions with related parties:

	Transaction value		Balance owed by/(owed to)	
	2022	2021	2022	2021
O&T Properties Limited	£	£	£ 401.303	401.303
Chancerygate Limited	363,503	362,193	(22,840)	(4,965,577)

O&T Properties Limited is regarded as a related party by virtue of the fact that A W Johnson is an ultimate shareholder of both companies.

The ultimate parent of the company is Chancerygate Investment Property Limited. Chancerygate Limited is considered a related party as the ultimate controlling party of both Chancerygate Investment Property Limited and the parent company of Chancerygate Limited, Chancerygate Group Limited, is A W Johnson.

Included within transactions for the year is an amount of £288,000 (2021: £288,000) relating to interest payable on a loan of £4,800,000. More details on this loan are included in note 8.

12. Controlling party

The immediate parent of the company prior to 30 June 2021 was Chancerygate (Business Centre) Limited. On 30 June 2021, the entire share capital of the company was acquired by Chancerygate Holdco Limited, a wholly owned subsidiary of Chancerygate Investment Property Limited. The ultimate parent of the company is Chancerygate Investment Property Limited. All mentioned companies are incorporated in the United Kingdom. Chancerygate Investment Property Limited is a private limited company registered at 12a Upper Berkeley Street, London, England, W1H 7QE. A W Johnson is the ultimate controlling party.