Cheetah Holdco Limited

Annual Report and Financial Statements

For the Year Ended

31 December 2022

Company Number 10832166

Cheetah Holdco Limited

Company Information

Directors	O Olsen D Scott E Sanna J Blank M Hitchcock L Machenaud
Company secretary	Intertrust (UK) Limited 1 Bartholomew Lane London EC2N 2AX
Registered number	*10832166*
Registered office	1 Bartholomew Lane London EC2N 2AX
Independent auditor	Deloitte LLP 2 New Street Square London EC4A 3BZ

Cheetah Holdco Limited

Contents

Cheetah Holdco Limited

Group Strategic Report
for the Year Ended 31 December 2022

Introduction

The Directors present their Strategic Report and the audited financial statements for Cheetah Holdco Limited (hereby referred to as "the Group" or "the Company") for the year ended 31 December 2022. Cheetah Holdco Limited is a subsidiary undertaking of Concert JV Holdco Limited ("the combined Group") which is the ultimate parent company incorporated in Jersey.

The Group's purpose

Our purpose is to energise and empower people to create their best work. We lead, challenge and set the standard for what the workspace experience can be. We do this by creating beautifully designed buildings and progressive memberships, making the spaces (and contracts) flexible to allow businesses to thrive. We respond to the architecture, location and context of each building so that we can generate a real sense of ownership and community. We are ambitious for continued growth but with only the best buildings being run by the best people. The people in our buildings are at the heart of our business and these relationships drive how we act as a business.

Ownership

On 19 September 2022, a joint venture between Blackstone Real Estate Partners VIII, Blackstone Real Estate Partners Europe V and Brockton Capital Fund III GP Limited was completed. The joint venture brought together the operations of Fora Holdings Limited ("FORA") and Cheetah Concert Holdco Limited creating Concert JV Holdco Limited as the immediate parent company of the newly combined business.

Cheetah Concert Holdco Limited is wholly owned by Cheetah Wild Holdco Limited which is ultimately controlled by Blackstone Real Estate Partners VIII and Blackstone Real Estate Partners Europe V, being funds managed and controlled by affiliates of Blackstone Inc. (hereby referred to collectively as "Blackstone"), with Blackstone and Brockton Capital both having joint control of the combined Group.

Fora Holdings Limited is controlled by Fora Group Holdings Limited which is ultimately controlled by Brockton Capital Fund III GP Limited, the General Partner of Brockton Capital Fund III (General Partner) LP, the General Partner of Brockton Capital Fund III LP.

The combination has brought together two highly complementary businesses within the flexible workspace sector, businesses that have similar cultures, values & visions for the future. The combination was enacted through the creation of a Joint Venture arrangement.

Cheetah Holdco Limited

Group Strategic Report (continued)
for the Year Ended 31 December 2022

Business model

Cheetah Holdco Limited has not been impacted in the year through the combination. The business model of Cheetah Holdco is outlined below.

Key activities

The Group is one of Europe's leading flexible office providers, providing office space on flexible contracts and memberships to a wide range of clients. Properties are held on a freehold or leasehold basis and redeveloped into well designed workplaces. The Group also operates third party properties through either a Joint Venture agreement or a Management Agreement. In addition, the Group also provides meeting rooms, events and a platform for community and networking for thousands of members.

Assets

The operational building count within the Group as at 31 December 2022 is 43 (40 at 31 December 2021), including 7 held within a joint venture (7 at 31 December 2021). Henry Wood House is now in development, with 210 Euston Road, Borough Yards, Black & White and Linden Palais became operational in 2022. Of these operational buildings, 9 are owned freehold or long leasehold (8 as at 31 December 2021). This is due to Black & White being a freehold.

Members

The Group's offering has proven to resonate with companies from start-ups to well-established corporates across a broad spectrum of industries. The Group is committed to providing a high level of service and remains connected to the needs of its customers. This enables the Group to respond by driving the continual enhancement of the service and amenities in our space, particularly in wellness, events, food & beverage, technology and sustainability.

Strategy

The Group's core objective is to achieve meaningful growth via acquisition, lease or management agreement opportunities, capitalising on the market shift across all sizes of business towards more flexible and design-led working environments. The impact of COVID-19 has led to an acceleration in the pre-existing trend toward quality, flexibility, variety and amenity in work settings. The way people work has changed drastically since the pandemic and corporates of all sizes are increasingly viewing flexible workspace as a core part of their real estate strategy.

There has also been an increased demand by office landlords wanting to move to providing flexible workspaces given the excess demand. The Group is able to take advantage of this using its expertise in the sector to provide management services for landlords. The increase in this revenue stream further diversifies the portfolio with a low capital investment required which is particularly attractive given the current instability in the financial and economic environments and inflationary pressures.

The driving force behind the significant steps taken in advancing our technology, wellness and amenities is our focus on enhancing member experience. The Group continually evaluates its product in line with forecasted trends, ensuring it maintains agility to meet the changing needs and demands of its members. The Group has invested in the technology and people to develop and deliver more sophisticated systems with a direct benefit to the member experience.

The combination with Fora in September 2022 brings together two strong brands and creates an even stronger platform for growth. The combined Group has plans to create a premier flexible workspace group in London and other key European cities and is well positioned to draw on the expertise and scale of both groups. During 2022 both brands retained their current identities. A full brand review was undertaken in 2023. In November 2023, the Group announced the adoption of Fora as a single, new look brand across the full portfolio of workspaces. The single brand combines the best components from the two original brands into a new, elevated value proposition for our members. The Group expects the rebranding to boost recognition amongst our members of the benefit of the scale of our neighbourhood presence in London and in key cities around the UK and Germany. The Office Group name remains as the overarching corporate identity, with Fora acting as our sole market facing brand in both the UK and German markets.

Trends and factors

COVID-19 accelerated trends impacting how people work and live. The way that people want to engage with spaces has changed over the last few years and the Group has been able to capitalize on that through the flexible workspaces that the Group provides. As well as continuing to monitor licence fee rates, occupancy and costs we also have a dedicated procurement team aligned with a ESG team, who negotiate cost efficient controls and where possible make our buildings as energy efficient as we can to both manage costs and reduce environmental impact.

Many of the largest and most forward-thinking businesses in the world are now demanding shorter term, and more flexible solutions to their space requirements. Clients also see this flexibility and focus on design, wellness and sustainability as an important element in attracting and retaining the right calibre of staff. This is very apparent in a post pandemic world where there is a need to provide greater amenities and alternate work settings that cannot be replicated via either working from home or in many traditional corporate offices.

During 2022 the lead flow of new business has increased beyond pre pandemic levels. The Group expects that flexible contracts will be more desirable during uncertain times; an opinion supported by leading global real estate experts and widely reported in the mainstream press. The Group was ready for a strong return to normal operations, having prepared its buildings with an improved technology offer, revised layouts and furniture settings and new health and safety protocols.

Cheetah Holdco Limited

Risk management & internal control

Risk Management & Internal Control is operated at a combined Group wide level. The Board is ultimately responsible for ensuring the Group maintains a system of internal control that is appropriate for the various business environments in which it operates.

Business risks are identified through a system of continuous monitoring. During 2023, the combined Group began formalising its risk control framework which includes the following key features:

- Creation of an audit & risk committee, which is a formal committee of the combined Group board.
- Risk appetite statements which set out the tolerance the business has for identified risks.
- A risk register which identifies and evaluates risks to which the Group may be exposed so that they can be managed in line with risk policies.
- Regular reporting of ongoing and emerging risks to assess whether risk positions are within the limits set by the risk appetite.
- Implementation of an internal audit function going forward which will provide independent assurance on the effectiveness of business risk management and the overall operation of the risk framework.

Principal risks and uncertainties

Economic Environment

A significant portion of the Group's costs are fixed which creates a risk to profitability if either occupancy or license fee rates fall. Although a significant portion of the Group's regular operating costs are fixed, some will be impacted by rising inflation and energy price increases. As well as continuing to monitor licence fee rates, occupancy and costs we also have a dedicated Procurement team who negotiate cost efficient contracts and where possible make our buildings as energy efficient as we can to control costs. The Group monitors occupancy and license fee rates on a weekly basis. The Group's clients are from a diverse range of industries. The Group also mitigates against certain risks by having a portfolio of clients who have contracts greater than 12 months. The wider Group's percentage of contracts over 12 months was 65% at year end.

The Group has a property portfolio of mixed tenures which helps mitigate this risk to an extent as its EBITDA (earnings before interest, tax, depreciation and amortisation) margins are higher than would otherwise be possible with a pure leasehold model, reducing any exposure to falls in income.

This risk is further mitigated by the Group's strategy of providing a long-term home for businesses as well as its emphasis on central London, the largest flexible office market in the world.

The Group has found that any economic uncertainty created has increased demand for flexible workspace by clients wishing to avoid long term lease commitments. The Group's international expansion into Germany further mitigates the risk by providing greater opportunities for market growth and diversification.

While the economy is recovering, short and medium-term inflationary pressures are becoming embedded in market expectations. To monitor the effects of this on the Group, we regularly track the construction costs of developments versus expectations and any inflationary impacts on those costs to understand the impact on our business.

The latter part of 2022 and throughout 2023 has seen interest rates rise in the UK as the Bank of England tries to tackle inflation. Although the Group has debt facilities in place these are fully hedged with an interest rate cap instrument against interest rate rises as per a condition of the facility agreements and will continue to be hedged for the duration of the facilities. The Group has also taken advantage of the increased interest rates by placing surplus cash in money market deposit accounts to earn interest income.

Forecasting and scenario modelling has been undertaken, including sensitivities arising from the current macroeconomic environment, to help plan for future impacts on the business. A downside scenario has been *analysed in connection with the going concern assessment, details of which are set out in note 2 'Accounting* Policies' within 'Going concern'.

Client Retention

The majority of clients are bound to commitments of between 12 and 36 months. The Group manages this risk by monitoring the proportion of revenue from clients having a policy of not over-committing to licensing to one client, having a proactive and early renewals process and staggering the exit of larger clients over several months. The Group is increasingly offering longer term commitments to larger clients, further mitigating the risk of losing clients.

Financial Market Volatility

The current loan facility within the Group expires in August 2024. Management considers that the risk of not being able to refinance this debt as remote, however there is a risk on the competitiveness of the prices due to market volatility at the time of refinancing. The funding requirements of the Group are reviewed regularly and options for alternative sources of funding monitored.

Cybersecurity

Cybersecurity continues to be a focal point for the combined Group in light of the increasingly digital nature of modern business operations and the rising prevalence of cyber threats. Recognising the importance of securing our digital assets, our approach encompasses a comprehensive suite of proactive and reactive measures aimed at risk mitigation.

Our proactive measures involve maintaining robust and updated systems and protocols, which include advanced security software, continuous network monitoring, and multi-factor authentication mechanisms. This is supplemented with continuous vulnerability assessments, quarterly phishing simulations, and annual penetration tests to identify potential security gaps. On the reactive front, we have incident response plans in place, ensuring swift action and minimum disruption in the event of a security breach.

In our commitment to building a resilient cybersecurity culture, we have recently re-launched our employee security awareness programme. Regular training is provided to all staff members to raise awareness of potential cyber threats and to foster best practices for digital security.

All end-user devices are encrypted and have the latest anti-malware protection in place.

Finally, we maintain cyber risk insurance to mitigate financial losses related to potential cyber incidents. Our cybersecurity strategy is continually revised and updated to address evolving risks, ensuring we are well positioned to protect our stakeholders' interests and uphold our operational integrity in the increasingly digital world in which we operate.

Regulatory Risk

The Directors ensure the Group complies with, and where possible is ahead of current regulations. As a matter of policy, the Group compliance checks all clients against leading databases and conducts annual independent audits of clients' files, going further than currently recommended as industry best practice. The Group also monitors sanction lists on a regular basis to ensure the latest restrictions are adhered to. Another key area of focus is the requirement to comply with increasing health and safety as well as environmental regulations. This is one of the factors driving the development of the flexible office market due to the increasing administrative burden it forces on small businesses.

Cheetah Holdco Limited

Group Strategic Report (continued)
for the Year Ended 31 December 2022

Environment, Social and Governance

The Directors have considered the impact of the combined Group's activities on the environment, its workforce, stakeholders and the wider community.

Following the combination, the Group's primary focus in 2022 was aligning the Group's combined approach on Environment, Social and Governance ("ESG"). This included a new ESG department to create a strategy and framework which aligns with the business and wider regulatory and voluntary requirements.

The combined Group has employed sustainability procedures focused on developing higher performance buildings, improving operational efficiency and enabling long term strategic improvements. This includes 100% REGO certified renewable energy, zero waste to landfill and improvements in recycling rates and energy efficiency. We are undertaking embodied carbon studies across our new developments to further understand our Scope 3 emissions.

Financial performance and business review

On 19 September 2022, the Company issues 8,817,029,600 Ordinary shares at par. Ordinary shares are a new class of shares resulting from the merger.

2022 has been a strong year as we have come out the end of the pandemic. Flexible workspace continues to be the best solution in uncertain times with increased demand from traditional occupiers moving to the flexible workspace product. The reputation our business commands and the quality of the product and service means we are able to attract a wide range of new customers across the entire market and this is reflected in our increased occupancy compared to the last 2 years.

Sales momentum was strong during the second half of 2022 as the business trended back towards normal stabilised trading levels. Pricing in the most prime locations and in newly opened buildings was above budgeted levels and, in many cases, ahead of rates achieved pre-pandemic.

Although the economic backdrop in 2023 has been more challenging than initially anticipated, 2023 has continued to show good performance with occupancy remaining above pre-pandemic levels and demand remaining strong. This has translated in the 2023 year end EBITDA results being ahead of targeted levels. The business has achieved a strong EBITDA performance in 2023, supported by cost management and engaging with every revenue opportunity, despite market conditions. New buildings opened in 2023 have been received well by the market and the business continues to deliver best in class assets into the sector with the opening of these newly refurbished and developed assets. The drive for customer service excellence remains a priority and a key component to the success of the business, with enhanced focus customer retention. The shift to hybrid working has persisted and the business continues to be well positioned to capture demand.

The operational building account has increased from 40 to 43 since the end of the prior year. Henry Wood House is now in development, with 210 Euston Road, Borough Yards, Black & White and Linden Palais operational in 2022.

London has the largest flexible workspace stock in Europe and the UK market is well positioned for the current market climate as evidenced by the high levels of occupancy across the UK. Our portfolio is predominantly central London where the demand is high given the cost of labour increases London based clients are seeing, causing them to move to the flexible workspace offering. Outside of the UK, the Group holds 4 operational buildings in Germany at the end of 2022 (2021 - 3).

We anticipate strong EBITDA growth in the next 5 years which is to be achieved through opening and filling best in class assets, continued customer satisfaction, license fee growth and effective cost management.

During the year we have generated revenue of £166,889k, an increase of £49,468k over the prior period. The Group generated EBITDA of £45,200k (2021 - £16,339k) in the year.

Cheetah Holdco Limited

Group Strategic Report (continued)
for the Year Ended 31 December 2022

In the year the Group disposed of The Office Group Operations Limited to a related party within the combined Group, it was initially sold for consideration of £1 which led to an unlawful distribution which the Group has rectified after the year end. Refer to note 28 for further details.

Key performance indicators

Key performance indicator		2022	2021 (restated*)	Comment
**Occupancy at December	%	**85**	75	Occupancy has increased as people returned to the office post pandemic. This has resulted in an increase in Revenue and a relatively larger increase in EBITDA, due to the fixed nature of majority of the Group's costs.
Revenue	£m	**167**	117	
EBITDA	£m	**45**	16	
Operational building count	#	**43**	40	Four buildings became operational in the year and one went into development.

*Refer to note 27 for details regarding the prior period adjustment referenced in the table above.

**Occupancy is the area of space occupied by clients divided by the total net lettable area expressed as a percentage. This is measured as the average occupancy for the month of December 2022.

S172 statement

Section 172 of the Companies Act 2006 requires the Board of Directors (the "Board") to promote the success of the Company for the benefit of its members as a whole and, in doing so, to have regard to the interests of stakeholders. The Company is a holding company and does not have operations of its own. In forming this statement, the Company has therefore adopted a Group approach.

The Group has several key stakeholder groups, including employees, customers, suppliers and business partners, and the communities in which the Group operates.

The Directors confirm that during the year under review, through their business decisions, they have acted to promote the long-term success of the Group and Company for the benefit of shareholders, whilst considering the potential impact of those decisions on the Group's stakeholders. The factors considered would often include the long-term consequences of the decision, the interests of employees, the relationships with customers and suppliers, the impact on the community and environment, maintaining the Group's reputation and acting fairly for all members of the Group.

The Board strives to take decisions for the long term, with the aim of understanding and respecting the views and needs of the Company's stakeholders and its ultimate shareholders to whom the Company is accountable. The Directors receive regular updates on stakeholder views from senior management. The Directors seek to achieve an appropriate balance of stakeholder preferences, which in turn will assist the Group in achieving its long-term growth objectives.

The application of s.172 considerations is demonstrated through a number of activities, both at Group and Company level, including but not limited to the following:

Customers
We encourage our members to give us regular feedback, and this is shared across the business including the leadership team to ensure we are acting upon it. We offer exceptional, friendly, and reliable service because we genuinely care about their happiness, health, and success. Data such as building footfall is captured to give further insight into changing work behaviours, informing the Group as to how best to respond to the needs of people in the workplace. This is particularly relevant in a post-pandemic environment with the widely adopted strategy for occupiers of hybrid working.

Cheetah Holdco Limited

S172 statement (continued)

Suppliers
The Group is committed to responsible procurement and supports the engagement of diverse suppliers on equal basis with other suppliers. The Group is committed to responsible sourcing and our 'Procurement Framework & Governance' supports the engagement of suppliers through best practice procurement to engage with those who contribute to our drive for value, whilst complying with our ESG commitments. We seek to pay suppliers in line with contractual obligations.

Employees
The Group's objective is to recruit the best talent and give all potential candidates an efficient and positive recruitment experience. The combined Group has brought their recruitment team in house during 2022 and have introduced a new applicant tracking platform to promote consistency and fairness in our approach. The in-house team partner with the business to understand the challenges faced by leaders and departments whilst being fully immersed in the culture. Therefore, we can create an efficient process for candidates whilst recruiting in line with our competencies and values.

The Group supports and encourages our people to grow and develop their careers. One of the ways this has been achieved is via the launch of apprenticeship opportunities for our existing employees, to enable them to work and study at the same time and achieve a qualification to support their ambitions for their future careers. Supporting and investing in our employees is the best way we can seek to support our customers. This means creating an engaging, supportive environment and a positive place to work.

There is an established practice and culture of communication with all employees regularly through various platforms and regular cascading of information from the leadership team.

Our vision, purpose and values have recently been relaunched to the business and guide the experiences we share with our teams, with each other and, with our clients. Our values inspire how we behave, the way we talk and the decisions we make and what we stand for. They are representative of who we are at our best and who we want to be every day.

Regular feedback is encouraged on all our current initiatives and to challenge our ways of working to ensure decision making is fair, void of biases and our working environment is inclusive. We have introduced an Environmental Social & Governance team that allows the business to target different areas of the organisation and implement and promote equality, inclusivity, ethical and sustainable practices.

Employees are appraised on their performance, including their alignment with company values. Programmes actively promoting good health, wellbeing and which provide training and support for mental health have been provided to all staff. We have several employees trained as Mental Health Champions and Mental Health First Aiders. These are people from all areas of the business who are focussed and passionate about building a mentally healthy workplace, challenging stigma and supporting positive wellbeing company wide. We have a hybrid working policy for all head office employees and summer hours for operational employees.

Disabled persons
The Office Group is committed to promoting an inclusive and supportive culture amongst its workforce. Our aim is for our business to be representative of all sections of society and to create a working environment where everyone feels valued and respected.

The organisation recognises the importance of diversity and the role inclusion plays in contributing to an empowered workforce. The Office Group is on a journey to get this right and are committed to learn, grow and develop our approach to create a culture that champions the under-represented and supports all of its employees no matter what their background.

The Office Group values diversity, equality and inclusion and is committed to drawing on the different lived experiences and perspectives of the individuals that work within our organisation. We recognise the importance of creating safe spaces for feedback, discussion and disagreement and will always endeavour to value the opinions and voices of all team members.

Cheetah Holdco Limited

Group Strategic Report (continued)
for the Year Ended 31 December 2022

S172 statement (continued)

Environment
The Company ensures that environmental issues are fully considered. Detailed in the 'Environment, Social and Governance' section on page 6, the Group has employed sustainability policies focused on developing higher performance buildings, improving operational efficiency and enabling long term strategic improvement. Across the Group's portfolio we have 100% renewable energy.

This report was approved by the board and signed on its behalf by:

DocuSigned by:
Michael Hitchcock
75708FA35D66407.......................................

M Hitchcock
Director

Date: 29 February 2024

Cheetah Holdco Limited

Directors' Report
for the Year Ended 31 December 2022

The Directors present their report and the financial statements for the year ended 31 December 2022.

Principal activity

The principal activity of the Group is that of a provider of flexible office space and related services. Cheetah Holdco Limited is a holding Company.

Directors

The Directors who served during the year and up to the date of signing this report were:

J Seppala (resigned 19 September 2022)
M Vrana (resigned 19 September 2022)
C Green (resigned 9 October 2023)
O Olsen
M Green (resigned 17 January 2023)
G Kataky (resigned 5 June 2023)
R Taylor (resigned 21 March 2022)
D Scott (appointed 21 March 2022)
E Sanna (appointed 19 September 2022)
J Blank (appointed 19 September 2022)
M Hitchcock (appointed 19 January 2023)
L Machenaud (appointed 6 June 2023)

Dividends

The Directors do not recommend payment of a final dividend for the year ended 31 December 2022 (2021 - None).

Going concern

The financial statements have been prepared on a going concern basis.

Since the merger of the TOG and Fora Groups, a significant amount of work has been completed on integrating the two businesses. This ranges from work on the brand identity and product offering, the technology architecture and team alignment. The integration work has been focussed on creating a stabilised business and creating efficiencies in how the business operates and the platforms it utilises to deliver the combined Group strategy.

The Directors have assessed the business plan and cash flow forecasts for the Group for a period of at least 12 months from the date of issuance of these financial statements which reflects the ongoing integration. The forecasts include consideration of future trading performance, capital expenditure, refinancing of debt and continued compliance with debt covenants. In addition to a base-case scenario, being the Directors' view of the most likely outcome, a severe-but-plausible downside forecast has been prepared which reflects the principal risks and uncertainties set out in the Strategic Report. The sensitivities applied in the downside scenario include reductions in occupancy of up to 9%, higher than expected inflation and potential increases in cost of debt on refinancing.

As contemplated in the initial post-merger business plan, under the base case and downside forecasts, before consideration of any loan refinancing, additional funding would be required from the Group's shareholders. The two shareholders have confirmed to the Directors that they intend to provide such financial support. As is the case for any entity potentially placing reliance on other related 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 consider the risk of support not being given is remote. In reaching this conclusion, the Directors have assessed the ability and intent of the shareholders to continue to provide the intended support. Both investors supported their respective operating companies since acquisition and, post combination, have continued to provide funding when appropriate to align with the post-merger optimisation, including £71m in the current financial period.

Cheetah Holdco Limited

Going concern (continued)

As at the year-end date (and as further described in note 20), the Group had a £261m loan expiring in August 2023 (the 'FORA loan') and a £376m loan expiring in February 2024 (the 'TOG loan'), which consists of both a Senior and Mezzanine Facility. Subsequent to the year end, the Group negotiated an extension to the Fora loan with the existing lender for one year, thereby maturing in August 2024, concurrently repaying £40m of loan principal to take advantage of the best commercial terms to match the business plan.

In addition, in February 2024 the lenders extended the TOG Loan, which was due to mature in February 2024. The full existing amount of the loan was extended to August 2024 on the substantially the same terms. The date was established to coincide with the FORA loan expiry and facilitate a full group refinancing process that has already commenced.

Based on offers received for the completed FORA loan, the lenders extension of the TOG loan on substantially the same terms, other transactions in the real estate lending market, and the constructive discussions to date with lenders, the Directors are confident to be able to manage refinancing the total £597m of debt maturities in 2024 for the Group. The shareholders of the Group have extensive experience of real estate capital markets. The Directors have consulted with its shareholders in reaching the above conclusion.

Prior period adjustments

On 19 September 2022, a joint venture between Fora Holdings Limited and Cheetah Concert Holdco Limited was completed. TOG and FORA accounted for some of their freehold and leasehold properties using two different approaches and as a group have reviewed and adjusted their accounting with a view to creating a Group policy for the merged Group.

After review of both group's policies, it was found that the Group should follow IAS 16 Property, Plant and Equipment rather than IAS 40 Investment Property where more than insignificant ancillary services are provided to members.

As a result of the change in policy, all assets have been transferred from Investment Property to Property, Plant and Equipment and are held at fair value in accordance with IAS 16. Freehold buildings are depreciated over 100 years and Leasehold buildings are depreciated across the life of the lease. Any revaluation of the assets goes through Other Comprehensive Income and is held in the revaluation reserve. On inception the difference in revalued depreciation to initial cost depreciation was also transferred to revaluation reserve. Where the revaluation reserve is nil for an asset any negative revaluation would go through the Profit or Loss.

The Directors have identified that in the prior year, the Company's intra-group loans were incorrectly presented as a current asset. As a result of this, the Directors have restated the comparative information in the balance sheet, resulting in an increase in non-current trade and other receivables and a decrease in current trade and other receivables.

The deferred tax relating to the prior period adjustments arises on the difference in movement in fair value of property, plant and equipment, and depreciation.

The Goodwill arose at the point of Blackstone acquisition in 2017. At the Balance Sheet date, the Directors have tested the Goodwill balance for impairment and reassessed what it relates to. Goodwill of £167.7m was initially recognised on the acquisition of the TOG group and represents the premium paid over the fair value of the net assets acquired. Goodwill is required to be allocated to each of the acquirer's CGUs, or groups of CGUs, that are expected to benefit from the synergies of the combination. Given the nature of the business, each investment property generates independent cash flows and there are no synergies between those properties. It is therefore not possible to support a carrying value in excess of the fair value of the properties. The Goodwill balance should have been impaired to nil following the acquisition in 2017, and therefore the accounts have been restated accordingly.

The Group is required to apply the changes retrospectively and restate the financial statements at the beginning of the earliest comparative period in accordance with IAS 8. Further detail can be found in note 27.

Cheetah Holdco Limited

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

Streamlined Energy and Carbon Reporting (SECR)

The Group has always placed high importance on sustainability and from inception has implemented a range of initiatives across its buildings to reduce its impact on the environment. This has never been more important than now, and the Group continues to develop its strategic road map toward becoming Net Carbon Zero. The Group continues to comply with the UK government's policy on Streamlined Energy and Carbon Reporting (SECR) in the current financial year ended 31 December 2022 and publicly report on its carbon emissions and global energy use.

Reporting has been conducted in accordance with the Greenhouse Gas (GHG) Protocol Corporate Standard. Energy and fuel consumption have been converted to carbon (KGCO2e) using 2022 DEFRA published conversion factors. Fuel for Transportation has been converted using statistical data sets published by Department of Transport. For landlord properties where metered data has not been available, the portfolio energy benchmark figures of 12.60 kWh/sqft electricity and 2.97 kWh/sqft gas have been used to provide consumption data.

Energy and emissions*

Reporting Category	Year Ended: Dec-22	Year Ended: Dec-21	Change
Energy consumption used to calculate emissions from: Electricity, Natural Gas and District Heating (kWh)	**20,572,572**	**23,370,515**	**(12)%**
Total Gross TCO2e from combustion of gas (Scope 1)	1,034	1,082	(4)%
Total Gross TCO2e from F-Gas Fugitive Emissions (Scope 1)**	38	76	(50)%
Total Gross TCO2e from purchased electricity and heating (Scope 2)	2,878	3,669	(22)%
Total Gross TCO2e (Location-based)	**3,950**	**4,827**	**(18)%**
Intensity ratio: Gross TCO2e/SQM	**0.035**	**0.038**	**(8)%**
Additional Intensity ratio: Net TCO2e/SQM (Market-based)	0.018	0.023	(22)%

** Provides the energy and emission information required to comply with SECR. Only this table is mandatory to comply with SECR. The Directors have elected not to report on indirect operational emissions (Scope 3 voluntary disclosure). Disclosure includes all majority owned subsidiaries and exclude joint venture assets.*

The Group's overall energy consumption has decreased since 2021, this is a result of the group implementing a wide plan controls strategy in 2021 which has reduced waste energy consumption, this has continued through 2022.

Energy Efficiency Actions

During the 2022 financial year, the Group implemented several energy efficiency improvements, including:

- Continued group wide plan controls strategy that is reflective of the new agile working model and reduces waste energy consumption.
- Continue to monitor and maintain our plant controls strategy and BMS network to ensure optimal energy usage is maintained.
- Created an internal stakeholder group to scrutinise consumption data and develop localised action plans.
- Invested in several energy improvement and LED upgrade projects across the estate.

Qualifying third party indemnity provisions

The Company has provided qualifying third-party indemnities for the benefit of the Directors in the year and up to the date of signing this report.

Cheetah Holdco Limited

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

Disclosure of information to auditor

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so far as the Directors are aware, there is no relevant audit information of which the Company and the Group's auditor is unaware;
- the Directors have taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditor is aware of that information; and
- This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Events after the reporting date

On 20 September 2022, The Office Group Operations Limited was sold by TOG 7 Limited to The Office Group Limited. The original sale was for a consideration of £1. Upon review this was identified as an unlawful distribution as the book value of The Office Group Operations Limited less the £1 consideration was greater than the distributable reserves in TOG 7 Limited. Management has since corrected this by way of shareholder agreement stating that The Office Group Limited will pay the net asset value at 20 September 2022 for the shares in The Office Group Operations Limited. The £18m intercompany debtor representing the net asset value has been posted in the 2022 financial statements to correct the error. In February 2024, The Office Group Limited sold The Office Group Operations Limited back to TOG 7 Limited for consideration equal to net assets at the point of sale.

On 22 December 2023 the existing loan facility within TOG UK Mezzco Limited was transferred from being held by the existing lender to a new lender. The terms and obligations under the loan facility remain unchanged. In addition, in February 2024 the lenders extended the TOG Loan, which was due to mature in February 2024. The full existing amount of the loan was extended to August 2024 on substantially the same terms. The date was established to coincide with the FORA loan expiry and facilitate a full group refinancing process that has already commenced.

Future developments

Following on from the review of the structure where properties and operations were transferred to The Office Group Properties Limited in March 2021, the Group continued to review its structure and commenced the second phase with the aim to simplify the legal structure.

The former operating business entities EOP DL Limited and The Office (Marylebone) Limited, who transferred their property and operations to The Office Group Properties Limited, along with existing holding companies: TOG GH Propco Limited and TOG GH Holdco Limited, are intended to be liquidated in 2024.

The following entities are not intended to be liquidated, rather the intention is to make these entities dormant during 2024: The Office Islington Limited, The Office (Bristol 1) Limited, The Office (Kirby) Limited, The Office (Farringdon) Limited, TOG 1 (US) Limited, TOG 3 (Ireland) Limited, TOG 5 (France) Limited, TOG UK Topco Limited and TOG 6 Limited.

The intention is that debtor or creditor balances held within these companies will be settled in full, and any intragroup balances will be formalised with a loan agreement and waived. In addition, relevant intra-group loan notes held by the Company will also be formally waived. Investment values will be reviewed for evidence of impairment, with a review of the impact on the underlying net assets associated with each company. As at the end of 2022 £3.7m of net assets sit within the Group of entities that are intended to be liquidated.

Cheetah Holdco Limited

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

Matters covered in the Strategic Report

As permitted by paragraph 1A of schedule 7 to the Large and Medium Sized Companies and Groups (Accounts and Reports) Regulation 2008, the Company has chosen in accordance with section 414C(11) to set out in the Strategic Report information required to be given in the Directors' Report in respect of engagement with suppliers, customers and others and risk management objectives and policies.

Auditor

Deloitte LLP was appointed as auditor during the year, and has indicated its willingness to continue in office and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf by:

DocuSigned by:
Michael Hitchcock
75708FA35D86407
....
M Hitchcock
Director

Date: 29 February 2024

Cheetah Holdco Limited

Directors' Responsibilities Statement
for the Year Ended 31 December 2022

The Directors are responsible 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 elected to prepare the group financial statements in accordance with United Kingdom adopted international accounting standards. The financial statements also comply with International Financial Reporting Standards (IFRSs) as issued by the IASB. The Directors have chosen to prepare the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), 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 the parent company financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

In preparing the group financial statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements of the financial reporting framework are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

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.

Cheetah Holdco Limited

Independent Auditor's Report to the Members of Cheetah Holdco Limited

---

Report on the audit of the financial statements

Opinion

In our opinion:

- the financial statements of Cheetah Holdco Ltd. (the 'parent company') and its subsidiaries (the 'Group') give a true and fair view of the state of the Group's and of the parent company's affairs as at 31 December 2022 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with United Kingdom adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, which comprise:

- the consolidated statement comprehensive income;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity;
- the consolidated cash flow statement;
- the statement of accounting policies; and
- the related notes 1 to 29.

The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and United Kingdom adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (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 are independent of the Group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Cheetah Holdco Limited

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 Group's and parent 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.

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 contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Responsibilities of directors

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 Group's and the parent 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 Group or the parent 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.

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 auditor's report.

Cheetah Holdco Limited

Independent Auditor's Report to the Members of Cheetah Holdco Limited (continued)

Extent to which the audit was considered 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 considered the nature of the Group's industry and its control environment, and reviewed the Group's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the Directors about their own identification and assessment of the risks of irregularities, including those that are specific to the Group's business sector.

We obtained an understanding of the legal and regulatory framework that the Group operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, pensions legislation, tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Group's ability to operate or to avoid a material penalty. These included Health & Safety and employment legislation.

We discussed among the audit engagement team including relevant internal specialists such as tax and IT regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following area, and our procedures performed to address it are described below:

- The valuation of goodwill involves significant judgement and assumptions including future cash flows, growth rates and discount rates, which could be manipulated by management and therefore presents a fraud risk as manipulation of these estimates could result in material misstatement. In response to this, we engaged our valuations specialists to assess the key assumptions within the forecast model deriving the value in use from the CGUs to support the carrying value. We obtained and reviewed contradictory evidence and challenged management's assumptions. We re-assessed the underlying nature of the goodwill recognised and how it had been generated and supported in previous years.
- The valuation of property assets involves significant judgement and assumptions requiring input from management, including estimated rental values and yield, which therefore presents a fraud risk as manipulation of these estimates could result in material misstatement. In response to this, we engaged our real estate specialists to assess the methodology and assumptions used by the company's internal and external valuers, including estimated rental values and yields, and performed benchmark analysis. In addition to this we have substantively tested the data and inputs used in the valuation calculations.
- The valuation of investments requires significant judgements over determining the recoverable amount which therefore presents a fraud risk as manipulation of these estimates could result in material misstatement. In response to this we have assessed the carrying value of the investments against the recoverable amount to determine whether they supported the carrying value. We also used the implied valuation derived through the combination at the ultimate holding company level to assess the underlying value in the Group and where it sat in relation to the investments held.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

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

In the light of the knowledge and understanding of the Group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the Directors' report.

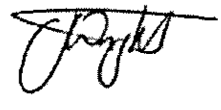
Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

We have nothing to report in respect of these matters.

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.



James Wright (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, UK

Date: 29 February 2024

Cheetah Holdco Limited

Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2022

	Note	2022 £000	As restated* 2021 £000
Revenue	4	**166,889**	117,421
Operating costs	5	**(179,875)**	(168,265)
Other operating income	6	**902**	1,207
Impairment and reversal of impairment of property, plant and equipment	13	**(23,707)**	(8,347)
EBITDA**		**45,200**	16,339
Depreciation and amortisation	12,13	**(80,991)**	(74,323)
Operating loss		**(35,791)**	(57,984)
Share of post-tax loss of equity accounted joint ventures	15	**(1,287)**	(2,556)
Finance income	10	**1,248**	-
Finance expense	10	**(65,695)**	(54,464)
Loss before taxation		**(101,525)**	(115,004)
Tax credit	11	**15,101**	17,106
Loss for the financial year		**(86,424)**	(97,898)
Movement in fair value of property, plant and equipment	13	**(73,882)**	50,857
Currency translation differences		**1,424**	205
Share of OCI of equity accounted joint ventures	15	**2,127**	293
Deferred tax through OCI	22	**12,612**	(22,567)
Other comprehensive (loss)/income for the year		**(57,719)**	28,788
Total comprehensive loss for the year		**(144,143)**	(69,110)

*Refer to note 27 for further detail on prior year adjustments.

**EBITDA is operating profit/(loss) before depreciation and amortisation.

All amounts relate to continuing operations.

The notes on pages 29 to 86 form part of these financial statements.

Cheetah Holdco Limited
Registered number:10832166

Consolidated Balance Sheet
as at 31 December 2022

	Note	2022 £000	As restated 2021 £000	As restated 2020 £000
Non-current assets				
Intangible assets	12	**7,348**	9,250	10,712
Property, plant and equipment	13	**1,433,068**	1,530,696	1,360,722
Investments	15	**32,907**	32,067	34,330
Other receivables	16	**33,860**	-	-
Deferred taxation	16	**33,805**	7,430	2,011
Total non-current assets		**1,540,988**	1,579,443	1,407,775
Current assets				
Trade and other receivables	16	**121,270**	38,726	39,955
Tax receivable	18	**49**	-	174
Bank and cash balances	17	**74,869**	29,589	32,846
Total current assets		**196,188**	68,315	72,975
Total assets		**1,737,176**	1,647,758	1,480,750
Current liabilities				
Trade and other payables	19	**(244,995)**	(93,221)	(68,471)
Lease liabilities	21	**(32,868)**	(46,295)	(49,496)
Tax payable	18	**-**	-	(492)
Total current liabilities		**(277,863)**	(139,516)	(118,459)
Non-current liabilities				
Trade and other payables	19	**-**	(11,000)	-
Other interest bearing loans and borrowings	20	**(483,413)**	(461,766)	(458,800)
Lease liabilities	21	**(808,103)**	(810,147)	(663,627)
Deferred taxation	22	**(58,753)**	(60,312)	(49,104)
Total non-current liabilities		**(1,350,269)**	(1,343,225)	(1,171,531)
Total liabilities		**(1,628,132)**	(1,482,741)	(1,289,990)
Net assets		**109,044**	165,017	190,760

Consolidated Balance Sheet (continued)
as at 31 December 2022

	Note	2022 £000	2021 £000	2020 £000
Equity attributable to owners of the parent company				
Share capital	23	**91,632**	3,462	2,885
Share premium account	23	**328,051**	328,051	284,949
Revaluation reserve	23	**193,170**	265,628	246,357
Capital redemption reserve	23	**17**	17	13
Foreign exchange reserve	23	**1,517**	93	(112)
Accumulated losses	23	**(505,343)**	(432,234)	(343,332)
Total equity		**109,044**	165,017	190,760

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

DocuSigned by:
Michael Hitchcock
75708FA35D6940Z...............................
M Hitchcock
Director

Date: 29 February 2024

The notes on pages 29 to 86 form part of these financial statements.

Cheetah Holdco Limited
Registered number:10832166

Company Balance Sheet
as at 31 December 2022

	Note	2022 £000	As restated 2021 £000
Non-current assets			
Investments	15	**353,298**	265,128
Other receivables	16	**84,320**	83,701
Deferred taxation	16	**391**	-
Total non-current assets		**438,009**	348,829
Current assets			
Trade and other receivables	16	**91,657**	23,471
Bank and cash balances	17	**21**	4,915
Total current assets		**91,678**	28,386
Current liabilities			
Trade and other payables	19	**(116,907)**	(48,161)
Net assets		**412,780**	329,054
Capital and reserves			
Share capital	23	**91,632**	3,462
Share premium account	23	**328,051**	328,051
Capital redemption reserve	23	**17**	17
Accumulated losses	23	**(6,920)**	(2,476)
Total equity		**412,780**	329,054

The Company's loss for the year was £4,444k (2021 - £6,922k).

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

DocuSigned by:
Michael Hitchcock
757D8FA36D6640A...............................
M Hitchcock
Director

Date: 29 February 2024

The notes on pages 29 to 86 form part of these financial statements.

Cheetah Holdco Limited

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2022

	Share capital £000	Share premium account £000	Capital redemption reserve £000	Revaluation reserve £000	Foreign exchange reserve £000	Retained earnings/ (Accumulated losses) £000	Total equity £000
Balance at 1 January 2021 (as previously stated)	2,885	284,949	13	-	(112)	69,234	356,969
Prior year adjustment*	-	-	-	246,357	-	(412,566)	(166,209)
Balance at 1 January 2021 (as restated)	2,885	284,949	13	246,357	(112)	(343,332)	190,760
Comprehensive loss for the year							
Loss for the year (as restated)	-	-	-	-	-	(97,898)	(97,898)
Currency translation differences	-	-	-	-	205	-	205
Surplus on revaluation of property, plant and equipment (note 13)	-	-	-	50,857	-	-	50,857
Share of OCI of equity accounted joint ventures (as restated) (note 15)	-	-	-	-	-	293	293
Deferred tax (as restated) (note 22)	-	-	-	(22,567)	-	-	(22,567)
Contributions by and distributions to owners							
Purchase of own shares	(4)	-	4	-	-	(316)	(316)
Shares issued during the year	581	43,102	-	-	-	-	43,683
Transfer to/from profit and loss account (as restated)	-	-	-	(9,019)	-	9,019	-
Balance at 31 December 2021 (as restated)	3,462	328,051	17	265,628	93	(432,234)	165,017

Cheetah Holdco Limited

Consolidated Statement of Changes in Equity (continued)
for the Year Ended 31 December 2022

Comprehensive loss for the year							
Loss for the year	-	-	-	-	-	(86,424)	(86,424)
Currency translation differences	-	-	-	-	1,424	-	1,424
Deficit on revaluation of leasehold property (note 13)	-	-	-	(73,882)	-	-	(73,882)
Share of OCI of equity accounted joint ventures (note 15)	-	-	-	-	-	2,127	2,127
Deferred tax (note 22)	-	-	-	12,612	-	-	12,612
Contributions by and distributions to owners							
Shares issued during the year	88,170	-	-	-	-	-	88,170
Transfer to/from profit and loss account	-	-	-	(11,188)	-	11,188	-
Balance at 31 December 2022	**91,632**	**328,051**	**17**	**193,170**	**1,517**	**(505,343)**	**109,044**

The notes on pages 29 to 86 form part of these financial statements.

Refer to note 23 for description of equity balances and movements.

*Refer to note 27 for detail on prior year adjustments.

Cheetah Holdco Limited

Company Statement of Changes in Equity for the Year Ended 31 December 2022

	Share capital £000	Share premium account £000	Capital redemption reserve £000	Accumulated (losses)/ Retained earnings £000	Total equity £000
Balance at 1 January 2021	**2,885**	**284,949**	**13**	**4,762**	**292,609**
Comprehensive loss for the year					
Loss for the year	-	-	-	**(6,922)**	**(6,922)**
Contributions by and distributions to owners					
Purchase of own shares	**(4)**	-	**4**	**(316)**	**(316)**
Shares issued during the year	**581**	**43,102**	-	-	**43,683**
Balance at 31 December 2021	**3,462**	**328,051**	**17**	**(2,476)**	**329,054**
Comprehensive loss for the year					
Loss for the year	-	-	-	**(4,444)**	**(4,444)**
Contributions by and distributions to owners					
Shares issued during the year	**88,170**	-	-	-	**88,170**
Balance at 31 December 2022	**91,632**	**328,051**	**17**	**(6,920)**	**412,780**

The notes on pages 29 to 86 form part of these financial statements.

Refer to note 23 for description of equity balances and movements.

Cheetah Holdco Limited

Consolidated Statement of Cash Flows for the Year Ended 31 December 2022

	2022 £000	2021 £000
Cash flows from operating activities		
Loss for the financial year	**(86,424)**	(97,898)
Adjustments for:		
Depreciation and amortisation	**80,991**	74,323
Loss on disposal of property, plant and equipment	**523**	-
Change in value of right-of-use assets	**23,602**	8,347
Share of post-tax loss of equity accounted joint ventures	**1,287**	2,556
Finance income credited to statement of comprehensive income	**(1,248)**	-
Finance expense charged to statement of comprehensive income	**65,695**	54,464
Taxation credited to statement of comprehensive income	**(15,101)**	(17,106)
(Increase)/decrease in trade and other receivables	**(22,982)**	1,230
Increase in trade and other payables	**129,665**	18,839
Income taxes (paid)/received	**-**	9
Foreign exchange differences	**(1,424)**	1,839
Net cash generated from operating activities	**174,584**	46,603
Cash flows from investing activities		
Purchase of intangible assets	**-**	(1,101)
Purchase of property, plant and equipment	**(71,722)**	(26,837)
Interest received	**1,248**	-
Net cash used in investing activities	**(70,474)**	(27,938)

Cheetah Holdco Limited

Consolidated Statement of Cash Flows (continued) for the Year Ended 31 December 2022

	2022 £000	2021 £000
Cash flows from financing activities		
Proceeds from issue of share capital	-	43,683
Purchase of ordinary shares	-	(316)
Proceeds from bank borrowings	**19,650**	903
PIK loan notes	-	11,000
Repayment of principal portion of lease liability	**(21,505)**	(24,838)
Interest on lease liabilities paid	**(35,737)**	(31,669)
Bank and other financing costs paid	**(21,238)**	(20,685)
Net cash generated used in financing activities	**(58,830)**	(21,922)
Net increase/(decrease) in cash and cash equivalents	**45,280**	(3,257)
Cash and cash equivalents at beginning of year	**29,589**	32,846
Cash and cash equivalents at the end of year	**74,869**	29,589

The notes on pages 29 to 86 form part of these financial statements.

Cheetah Holdco Limited

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

1. Statutory information

Cheetah Holdco Limited is a private company incorporated, domiciled and registered in England in the UK. The registered business number is 10832166 and the registered business address is 1 Bartholomew Lane, London, EC2N 2AX.

The Group financial statements consolidate those of the Company and its subsidiaries and equity account the Group's interest in associates and Joint Ventures. The parent company financial statements present information about the Company as a separate entity and not about its Group.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

The financial statements have been prepared on a historical cost basis, except for the revaluation of certain properties and financial instruments. The presentation currency used is sterling and amounts have been presented in round thousands ("£'000s").

The Group financial statements have been prepared and approved by the Directors in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006 ("UK-adopted IFRSs"). The Company has elected to prepare its parent company financial statements in accordance with FRS 101.

The Company financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101') and in accordance with applicable accounting standards.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 101 "Reduced Disclosure Framework":

- the requirements of IFRS 7 'Financial Instruments: Disclosures';
- the requirements of paragraphs 91-99 of IFRS 13 'Fair Value Measurement';
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B-D, 40A-D, 111 and 134-136 of IAS 1 Presentation of Financial Statements';
- the requirements of IAS 7 'Statement of Cash Flows';
- the requirements of paragraphs 30 and 31 of IAS 8 'Accounting policies, Changes in Accounting Estimates and Errors';
- the requirements of paragraph 17 of IAS 24 'Related Party Disclosures'; and
- 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.

Under section s408 of the Companies Act 2006 the Company is exempt from the requirement to present its own profit and loss account.

2. Accounting policies (continued)

2.1 Basis of preparation of financial statements (continued)

The preparation of financial statements in compliance with UK-adopted IFRS requires the use of certain critical accounting estimates. It also requires the Group's management to exercise judgement in applying the Group's accounting policies. The areas where significant judgements and estimates have been made in preparing the financial statements and their effect are disclosed in note 3.

The consolidated financial statements are prepared on a going concern basis. Further information on going concern is provided within note 2.3 Going Concern.

The consolidated financial statements have been prepared on a historical cost basis, except for the following items (refer to individual accounting policies for details):

- Financial Instruments – Fair value through profit or loss
- Property, plant and equipment – Fair value through profit or loss

New standards, interpretations and amendments adopted from 1 January 2022

- Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37);
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16);
- Annual Improvements to IFRS Standards 2018-2020 (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41); and
- References to Conceptual Framework (Amendments to IFRS 3).

These amendments to various IFRS standards are mandatorily effective for reporting periods beginning on or after 1 January 2022. The amendments provide relief to the Group in respect of certain loans (note 20) whose contractual terms are affected by interest benchmark reform.

Applying the practical expedient introduced by the amendments, when the benchmarks affecting the Group's loans are replaced, the adjustments to the contractual cash flows will be reflected as an adjustment to the effective interest rate. Therefore, the replacement of the loans' benchmark interest rate will not result in an immediate gain or loss recorded in profit or loss, which may have been required if the practical expedient was not available or adopted.

New standards, interpretations and amendments not yet effective

The following UK-adopted IFRSs have been issued but have not been applied by the Group in these consolidated financial statements. Their adoption is not expected to have a material effect on the financial statements unless otherwise indicated:

The following amendments are effective for the period beginning 1 January 2023:

- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2);
- Definition of Accounting Estimates (Amendments to IAS 8); and
- Deferred Tax Related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12).

2. Accounting policies (continued)

2.1 Basis of preparation of financial statements (continued)

The following amendments, which have been issued by the IASB but have not yet been adopted by the UKEB, are effective for the period beginning 1 January 2024:

- IFRS 16 Leases (Amendment – Liability in a Sale and Leaseback);
- IAS 1 Presentation of Financial Statements (Amendment – Classification of Liabilities as Current or Non-current); and
- IAS 1 Presentation of Financial Statements (Amendment – Non-current Liabilities with Covenants)

The Group does not expect these new accounting standards and amendments to have a material impact on the Group.

Other

The Group does not expect any other standards issued by the UKEB, but not yet effective, to have a material impact on the Group.

Change in accounting policy

On 19 September 2022, a joint venture between Fora Holdings Limited and Cheetah Concert Holdco Limited was completed. TOG and FORA accounted for some of their freehold and leasehold properties using two different approaches and as a group have reviewed and adjusted their accounting with a view to creating a Group policy for the merged Group.

After review of both group's policies, it was found that the Group should follow IAS 16 Property, Plant and Equipment rather than IAS 40 Investment Property where more than insignificant ancillary services are provided to members.

As a result of the change in policy, all assets have been transferred from Investment Property to Property, Plant and Equipment and are held at fair value in accordance with IAS 16. Assets are depreciated across the life of the lease. Any revaluation of the assets goes through Other Comprehensive Income and is held in the revaluation reserve. On inception the difference in depreciation from the revalued depreciation to depreciation was also transferred to revaluation reserve. Where the revaluation reserve is nil for an asset any negative revaluation would go through the Profit or Loss.

The Group is required to apply the change retrospectively and restate the financial statements at the beginning of the earliest comparative period in accordance with IAS 8.

Profit and loss account presentation

The Directors have reviewed the presentation of the profit and loss account and consider items to be more appropriately presented using the "by nature" format as this benefits the reader of the financial statements. Detail on the nature of the expenses incurred during the year can be seen in more detail under note 5. In preparing the financial statements the "by nature" format has been adopted. This is consistent with the prior year accounts.

2. Accounting policies (continued)

2.2 Basis of consolidation

The Group financial statements consolidate the financial statements of Cheetah Holdco Limited and all of its subsidiary undertakings ('subsidiaries') drawn up to 31 December 2022.

Where the Company has control over an investee, it is classified as a subsidiary. The Company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of the elements of control.

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists the Company considers all relevant facts and circumstances, including:

- The size of the Company's voting rights relative to both the size and dispersion of other parties who hold voting rights.
- Substantive potential voting rights held by the Company and by other parties.
- Other contractual arrangements.
- Historic patterns in voting attendance.

The consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between Group companies are therefore eliminated in full.

2.3 Going concern

The financial statements have been prepared on a going concern basis.

Since the merger of the TOG and Fora Groups, a significant amount of work has been completed on integrating the two businesses. This ranges from work on the brand identity and product offering, the technology architecture and team alignment. The integration work has been focussed on creating a stabilised business and creating efficiencies in how the business operates and the platforms it utilises to deliver the combined Group strategy.

The Directors have assessed the business plan and cash flow forecasts for the Group for a period of at least 12 months from the date of issuance of these financial statements which reflects the ongoing integration. The forecasts include consideration of future trading performance, capital expenditure, refinancing of debt and continued compliance with debt covenants. In addition to a base-case scenario, being the Directors' view of the most likely outcome, a severe-but-plausible downside forecast has been prepared which reflects the principal risks and uncertainties set out in the Strategic Report. The sensitivities applied in the downside scenario include reductions in occupancy of up to 9%, higher than expected inflation and potential increases in cost of debt on refinancing.

As contemplated in the initial post-merger business plan, under the base case and downside forecasts, before consideration of any loan refinancing, additional funding would be required from the Group's shareholders. The two shareholders have confirmed to the Directors that they intend to provide such financial support. As is the case for any entity potentially placing reliance on other related 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 consider the risk of support not being given is remote. In reaching this conclusion, the Directors have assessed the ability and intent of the shareholders to continue to provide the intended support. Both investors supported their respective operating companies since acquisition and, post combination, have continued to provide funding when appropriate to align with the post-merger optimisation, including £71m in the current financial period.

Cheetah Holdco Limited

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

2. Accounting policies (continued)

2.3 Going concern (continued)

As at the year-end date (and as further described in note 20), the Group had a £261m loan expiring in August 2023 (the 'FORA loan') and a £376m loan expiring in February 2024 (the 'TOG loan'), which consists of both a Senior and Mezzanine Facility. Subsequent to the year end, the Group negotiated an extension to the Fora loan with the existing lender for one year, thereby maturing in August 2024, concurrently repaying £40m of loan principal to take advantage of the best commercial terms to match the business plan.

In addition, in February 2024 the lenders extended the TOG Loan, which was due to mature in February 2024. The full existing amount of the loan was extended to August 2024 on the substantially the same terms. The date was established to coincide with the FORA loan expiry and facilitate a full group refinancing process that has already commenced.

Based on offers received for the completed FORA loan, the lenders extension of the TOG loan on substantially the same terms, other transactions in the real estate lending market, and the constructive discussions to date with lenders, the Directors are confident to be able to manage refinancing the total £597m of debt maturities in 2024 for the Group. The shareholders of the Group have extensive experience of real estate capital markets. The Directors have consulted with its shareholders in reaching the above conclusion.

2.4 Foreign currency translation

Transactions entered into by Group entities in a currency other than the currency of the primary economic environment in which they operate (their "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the reporting date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in profit or loss, except for foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation, in which case exchange differences are recognised in other comprehensive income and accumulated in the foreign exchange reserve along with the exchange differences arising on the retranslation of the foreign operation.

Exchange gains and losses arising on the retranslation of monetary financial assets are treated as a separate component of the change in fair value and recognised in profit or loss. Exchange gains and losses on non-monetary OCI financial assets form part of the overall gain or loss in OCI recognised in respect of that financial instrument.

On consolidation, the results of overseas operations are translated into Pound Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations, including goodwill arising on the acquisition of those operations, are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income and accumulated in the foreign exchange reserve.

Exchange differences recognised in profit or loss in Group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the overseas operation concerned are reclassified to other comprehensive income and accumulated in the foreign exchange reserve on consolidation.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are transferred to the consolidated statement of comprehensive income as part of the profit or loss on disposal.

Cheetah Holdco Limited

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

2. Accounting policies (continued)

2.5 Intangible assets

Goodwill

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortised but is tested annually for impairment. In respect of equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment in the investee.

Other intangible assets

Expenditure on internally generated goodwill and brands is recognised in the consolidated statement of profit or loss and other comprehensive income as an expense as incurred. Employee costs directly associated with development of the intangible assets are capitalised to cost.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and accumulated impairment losses.

Amortisation

Amortisation is charged to the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for *impairment at each balance sheet date. Other intangible assets are amortised from the date they are* available for use.

The estimated useful lives are as follows:

Brand	- 5 years
Customer relationships	- 15 years
Other intangibles	- 3 - 5 years

The fair values on above intangible assets have been calculated using the following valuation techniques:

- Royalty relief approach - Brand: This considers the discounted estimated royalty payments that are expected to be avoided as a result of the brand being owned.
- Excess earnings method - Customer relationships: This considers the present value of net cash flows expected to be generated by the customer relationships, by excluding any cash flows related to contributory assets.

2. Accounting policies (continued)

2.6 Property, plant and equipment

Property, plant and equipment are initially recognised at cost. As well as the purchase price, cost includes directly attributable costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognised within provisions.

Depreciation on assets under construction does not commence until they are complete and available for use. Depreciation is provided on all other items of property, plant and equipment so as to write off their carrying value over their expected useful economic lives. It is provided at the following rates:

Fixtures and fittings	- 20% on cost
Freehold buildings	- over 100 years
Long leasehold buildings	- over the period of the lease
Short leasehold buildings	- over the period of the lease
Leasehold improvements	- over the period of the lease

Leasehold property comprises completed property that is held to earn rentals or for capital appreciation or both. Property held under a lease is classified as property, plant and equipment when it is held to earn rentals or for capital appreciation or both, rather than for sale in the ordinary course of business or for use in production or administrative functions.

Property, plant and equipment includes right-of-use assets arising from property leases, measured according to IFRS 16 Leases. Valuation methods are set out in note 13 Property, plant and equipment.

Freehold property

Freehold property held in accordance with IAS 16 Property, plant and equipment is measured initially at cost including transaction costs. Transaction costs include transfer taxes, professional fees for legal services and other costs incurred in order to bring the property to the condition necessary for it to be capable of operating. Subsequent to initial recognition, freehold property is stated at fair value. Gains or losses arising from changes in the fair values are included in the consolidated statement of profit or loss and other comprehensive income in the period in which they arise.

Freehold property under construction is initially measured at cost including transaction costs. Subsequent to initial recognition, freehold property under construction is stated at fair value less any costs payable in order to complete.

The fair value is determined by a professional internal valuer as set out in note 13. The valuations have been prepared in accordance with the Royal Institute of Chartered Surveyors Valuations Professional Standards January 2017 ("the Red Book"). Factors effecting the valuation include current market conditions, annual rentals, lease lengths and location.

Additions to properties include costs of a capital nature only. Expenditure is classified as capital when it results in identifiable future economic benefits which are expected to accrue to the Group. All other property expenditure is written-off in the consolidated statement of profit or loss and other comprehensive income as incurred.

Freehold property is derecognised when it has been disposed of or permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset would result in either gains or losses at the retirement or disposal of freehold property. Any gains or losses are recognised in the consolidated statement of profit or loss and other comprehensive income in the year of retirement or disposal.

2. Accounting policies (continued)

2.6 Property, plant and equipment (continued)

Right of use property, plant and equipment

The right-of-use assets arising from property leases is subsequently remeasured to fair value in line with IAS 16 Property, plant and equipment, with remeasurement being recognised in the statement of profit and loss. Remeasurement is made on reporting date, and fair value movement is calculated as the difference between the present value of current passing lease or lease payments over the fixed term of the lease, and the present value of market-related lease payments over the same term. The discount rate applied is the same discount rate as applied to discount future cash flows to calculate the lease liability at recognition date.

Non-property leases are subsequently measured at cost less depreciation, calculated on a straight line basis over the non-cancellable term of the lease - similar to other items of property, plant and equipment.

In addition, the right-of-use asset is periodically reduced by impairment losses, if any. The right-of-use asset will indirectly also be adjusted for certain remeasurements of the lease liability, by virtue of the cash flows and term of the lease being adjusted.

2.7 Revaluation of property, plant and equipment

Individual freehold and leasehold properties are carried at fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are undertaken with sufficient regularity to ensure the carrying amount does not differ materially from that which would be determined using fair value at the balance sheet date.

Fair values are determined from market based evidence normally undertaken by professionally qualified valuers.

Revaluation gains and losses are recognised in other comprehensive income unless losses exceed the previously recognised gains or reflect a clear consumption of economic benefits, in which case the excess losses are recognised in profit or loss.

2.8 Impairment of fixed assets and goodwill

Assets that are subject to depreciation or amortisation are assessed at each balance sheet date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each balance sheet date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

2.9 Investments in debt and equity securities

Investments in jointly controlled entities, associates and subsidiaries are carried at cost less impairment.

2. Accounting policies (continued)

2.10 Joint arrangements

The Group is party to a joint arrangement when there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the Group and at least one other party. Joint control is assessed under the same principals as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- Joint ventures: where the Group has rights to only the net assets of the joint arrangement
- Joint operations: where the Group has both the rights to assets and obligations for the liabilities of the arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- *The structure of the joint arrangement*
- The legal form of joint arrangements structured through a separate vehicle
- The contractual terms of the joint arrangement agreement
- Any other facts and circumstances (including any other contractual arrangements).

The Group's interest in joint ventures was initially recognised at fair value (deemed cost). Subsequent to initial recognition, joint ventures are accounted for using the equity method, where the Group's share of post acquisition profits and losses is recognised in the consolidated statement of Profit and Loss and Other Comprehensive Income.

2.11 Financial assets

The Group classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Group has not classified any of its financial assets as held to maturity.

Other than financial assets in a qualifying hedging relationship, the Group's accounting policy for each category is as follows:

2.11.1 Fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. They are carried in the statement of financial position at fair value with changes in fair value recognised in the consolidated statement of profit or loss and other comprehensive income in the finance income or expense line. Other than the Group's interest rate derivative which is not designated as a hedging instrument, the Group does not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

2.11.2 Amortised cost

These assets arise principally from the provision of goods and services to customers (eg trade receivables), but also incorporate other types of financial assets where the objective is *to hold these assets in order to collect contractual cash flows and the contractual cash flows* are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

2. Accounting policies (continued)

2.11 Financial assets (continued)

Impairment provisions for current and non-current trade receivables are recognised based on the simplified approach within IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses. During this process the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the *expected loss arising from default (where a customer does not meet its obligations under the* customer contract) to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised in profit or loss. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

From time to time, the Group elects to renegotiate the terms of trade receivables due from customers with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed and, in consequence, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in the consolidated statement of comprehensive income (operating profit).

The Group's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents in the consolidated statement of financial position.

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and – for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within loans and borrowings in current liabilities on the consolidated statement of financial position.

2.12 Financial liabilities

The Group classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired.

2.12.1 Fair value through profit or loss

Financial liabilities are classified as fair value through profit or loss where the liability is either held for trading or is designated as held at fair value through profit or loss on initial recognition. They are carried in the statement of financial position at fair value with changes in fair value recognised in the consolidated statement of profit or loss and other comprehensive income. The Group does not have any liabilities held for trading nor has it designated any financial liabilities as being at fair value through profit or loss.

2. Accounting policies (continued)

2.12 Financial liabilities (continued)

2.12.2 Other financial liabilities

Other financial liabilities include the following items:

- Bank and other borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.
- Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and are subsequently carried at amortised cost using the effective interest method.
- Loans from Group companies are initially recognised at fair value and are subsequently carried at amortised cost using the effective interest method. The difference between the fair value of the loan on initial recognition and the amount of the proceeds is credited directly to equity as a capital contribution.
- Lease liabilities are recognised and measured according to note 2.15 Leases.

2.13 Derivative financial instruments

Derivative financial instruments, comprising interest rate caps for hedging purposes, are initially recognised at cost and are subsequently measured at fair value being the estimated amount that the Group would receive or pay to terminate the agreement at the reporting date, taking into account current interest rate expectations and the current credit rating of counterparties. The gain or loss at each fair value remeasurement date is recognised in the consolidated statement of profit or loss and other comprehensive income. Amounts payable or receivable under such arrangements are included within finance costs.

2.14 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

2. Accounting policies (continued)

2.15 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease in IFRS 16.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative standalone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

Refer to property, plant and equipment accounting policy for details on subsequent measurement of right of use assets.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate. The incremental borrowing rate is determined as being the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset, in a similar economic environment. The Group has applied a portfolio approach in determining a single discount rate for leases with similar characteristics.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

Variable payments that depend on an index or a rate, or are subject to market rent review, are included in the initial measurement of the lease using the index or rate as at the commencement date. The lease liability and ROU assets is remeasured in the period the rate or index changes.

In-substance fixed payments are included in the initial measurement of the lease. The lease is remeasured in the period in-substance fixed payments are changed or are resolved.

2. Accounting policies (continued)

2.15 Leases (continued)

All other variable payments are not included in the initial measurement of the lease. These payments are recognised in profit or loss when the event or condition that triggers the payments occur. The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. Low value-leases are considered to be all leases where the individual value of the underlying assets is below £500, or where the lease is equal to or shorter than one year.

As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

The Group's licensing agreements are not classified as operating leases, because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets, and the licence holder does not have the right to direct the use of the asset.

The Group recognises lease payments received under operating leases as income on a straight line basis over the lease term as part of 'revenue'.

2. Accounting policies (continued)

2.16 Deferred taxation

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the statement of financial position differs from its tax base, except for differences arising on:

- the initial recognition of goodwill;
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit; and
- investments in subsidiaries and jointly controlled entities where the Group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

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

Deferred tax arising as a consequence of freehold and leasehold property carried at fair value is calculated on the basis that the gain/(loss) will be recovered through a sale of the property in line with the Group's business model which is to generate value in the form of capital appreciation.

Deferred tax assets and liabilities are offset when the Group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:

- The same taxable Group company, or
- Different Group entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settle or recovered.

2. Accounting policies (continued)

2.17 Revenue

Revenue comprises rent and license fees in relation to the provision of office space, as well as ancillary charges for additional services including telephone, IT, other support services and meeting rooms. Revenue is recognised exclusive of VAT on an accruals basis.

Licence fee revenue and IT services revenue are billed monthly in advance and recognised when the performance obligations of providing the space and IT access to the licensee are fulfilled. Revenue is recognised over time as the services are provided. For the provision of other ancillary charges and meeting rooms, revenue is recognised at a point in time, as and when the performance obligation of providing the service or meeting room to the customer has been fulfilled. Rent receivable is spread on a straight-line basis over the period of the lease. When the billing profile is not uniform this results in a balance of accrued or deferred income at each reporting date until the licence term is complete. There is no variable consideration nor a significant financing component as part of the agreements.

The Directors are of the opinion that the Group is engaged in a single segment, being the investment in and operation of flexible workspaces in the UK only.

The Group generates licence fee revenue from licence agreements and rental income from *traditional leases that are similar in substance. Revenue from licence agreements is recognised over* time in line with IFRS 15 'Revenue from Contracts with Customers' and rental income from leases is recognised over time in line with IFRS 16 'Leases'.

The method of revenue recognition is the same under IFRS 15 and IFRS 16 for the licence fee and rental income generated by the Group.

2.18 Government grants

Coronavirus Job Retention Scheme (CJRS) claims are recognised and measured as government grants. Proceeds from CJRS claims submitted during 2021 are presented as a credit to salary and wage expenses.

2.19 Borrowing costs

Interest incurred on Group borrowings used to fund the construction or production of an asset that necessarily takes a substantial amount of time to get ready for intended use are capitalised as part of the cost of that asset, net of interest received on cash drawn down yet to be expended. The Group does not incur any other interest costs that qualify for capitalisation.

2.20 Finance income

Finance income is recognised as interest accrues on cash balances held by the Group. Where any interest is charged to a tenant on any overdue rental income, this would also be recognised within finance income.

2.21 Finance expense

Any finance expenses that are separately identifiable and directly attributable to the acquisition or construction of an asset that takes a period of time to complete are capitalised as part of the cost of the asset. All other finance expenses are recognised in the period in which they relate. Finance expense consists of interest and other costs that an entity incurs in connection with bank and other borrowings.

2. Accounting policies (continued)

2.22 Employee benefits

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement in the periods during which services are rendered by employees.

2.23 Share based payments

The Group operated a management incentive plan relating to D and G shares. An option pricing model was used to measure the Group's liability at each reporting date, taking into account the terms and conditions on which the bonus is awarded and the extent to which employees have rendered service. Movements in the liability (other than cash payments) were recognised in the statement of comprehensive income. No profit and loss account charge has been recognised in the Group financial statements as the Directors have assessed the charge to be immaterial.

Following an assessment by the directors, it has been determined that the fair value of the liability at the reporting date is not material, and so nothing has been recognised in respect of this share scheme at the current or prior reporting date and the Group ceased to operate the incentive scheme in the year.

2.24 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 3 to 5 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

3. Critical accounting estimates and judgements

The Group makes certain estimates and judgements regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

<u>*Significant estimates*</u>

Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted)
- Level 2: Observable direct or indirect inputs other than Level 1 inputs
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures the following items at fair value:
1. Right-of-use property, plant and equipment
2. Impairment of goodwill

Fair valuation of property, plant and equipment

The market value of freehold and leasehold property, plant and equipment is determined, by either an internal or external real estate valuation expert, to be the estimated amount for which a property should exchange on the date of the valuation in an arm's length transaction. Properties have been valued on an individual basis. The valuation expert used the recognised valuation techniques and the principles of both IAS 16 and IFRS 13. The valuations have been prepared in accordance with the Royal Institute of Chartered Surveyors Valuation - Professional Standards January 2017 ("the Red Book"). Factors reflected include current market conditions, annual rentals and location. The significant methods and estimates used by valuers in estimating the fair value of freehold and leasehold property are set out in note 13. The market value of leasehold right of use assets are determined by calculating the present value of estimated market related cash flows over the period of the lease.

Estimated market rental values (ERVs) of each active lease in the portfolio are used to calculate net present value of the market based fixed lease cash flows. The estimated market rental values for the remainder of the leases are used to the estimate the fair value of the right-of-use asset, by discounting to present value using an appropriate discount rate.

Market inputs and other market information used in determining the fair values of properties (including right of use assets), were provided as part of a market advice engagement, by a qualified RICS registered global commercial real estate services firm.

3. Critical accounting estimates and judgements (continued)

Impairment of goodwill

The Group determines whether goodwill is permanently impaired on an annual basis or otherwise when changes in events or situations indicate that the carrying value may not be recoverable. Refer to note 12 for more details on goodwill impairment review.

Lease liabilities

- A single discount rate for the leases in the Company has been applied where the modified retrospective approach has been applied as part of transition. The rate applied to discount future lease cash flows to present value is the incremental borrowing rate (IBR) of 4.37% and is based on the effective interest rate for financing secured for development of properties in the Company. This rate was applied for all leases that commenced before the end of March 2020. Following the emergence of the COVID-19 pandemic at the start of 2020, underlying LIBOR rates were lowered after March 2020, which resulted in a decrease of the IBR for the portfolio of leases held by the Company. The revised discount rate for the period from April 2020 onwards is 3.61%. The discount rate for the period from 1 January to 31 December 2022 was 3.67% (2021 - 3.67%). Lease modifications recognised at year end are discounted using this rate as discount rate.

- The discount rate applied for existing finance leases at initial application were derived property yield rates at inception of the leases. The leases were previously recognised as finance leases under IAS 17. For the Stanley building a discount rate of 5.25% was applied, and for Tintagel House a rate of 5.4% was applied. These discount rates have remained unchanged in the year.

- Reversionary leases that have been agreed to commence in future periods, that relate to current active leases, are treated as lease modifications as it is considered highly probable that the reversionary lease will commence due to the commitment already showed by investing in the related current active leases. The cash flow profile is amended in the period the agreement for lease is agreed.

- No estimates have been made regarding variable lease payments dependent on an index or rate. Where applicable, indices at initial application have been used and applied prospectively. The impact of changes in the cash flow profile of leases due to the rent reviews or terms linked to indices or rates, are assessed annually and recognised as remeasurements or modifications in the period they are agreed or completed. The Group uses published rates and indices as published by HM Treasury where relevant, unless rates are specifically defined in the lease (or where a collar increase is specified in the lease).

- No estimates have been made regarding variable lease payments subject to open market rent reviews required as part of lease agreements. The impact of changes in the cash flow profile of leases due to the completion of open market rent reviews, are assessed annually and recognised as remeasurements or modifications in the period they are agreed or completed. Lease liabilities will be remeasured in line with requirements of IFRS 16 in the year that open market rent reviews are completed and future cash flows are accurately determinable.

3. Critical accounting estimates and judgements (continued)

Critical judgements

Lease liabilities

The Group has made key judgements in the process of applying the entity's accounting policies for leases under IFRS 16, that have a significant effect on the amounts recognised in the financial statements. The Group has also made assumptions about the future which impact the business.

Critical judgements made as part of initial application and subsequent measurement of the leases under IFRS 16:

- Leases with extension options have not been adjusted to include the extension periods beyond the term defined in the lease agreements, due to the level of uncertainty at the current point of the leases. The average remaining life of leases held by the Group is 16 years, with extension options mainly becoming exercisable in the last 5 years of the leases. At 31 December 2022, it is not certain whether extension options will be exercised, as the performance of leased buildings cannot be forecast or analysed accurately enough to conclude on.

- The only variable payments the Group makes on leases held by the Group is for profit share agreements, where the landlord shares in the profit made on the property under lease, based on metrics specified in the lease agreement. Payments made in the year ended 31 December 2022 were recognised in the statement of profit and loss and totalled £769k (2021 - £865k).

Going concern

- The Directors consider going concern to be a critical judgement for the business given the additional funding that was identified as being required from the Group's shareholders when contemplating the initial post-merger business plan and the upcoming debt maturities of the Group. These considerations are set out in detail in the Directors' Report.

4. Revenue

Revenue arising from:

	2022 £000	2021 £000
Licence fee and rental income - IFRS 15	**145,338**	104,959
Other services income - IFRS 15	**21,551**	12,462
	166,889	117,421

All turnover arose within the United Kingdom, except for £7,936k (2021 - £3,282k) which arose in Germany.

Of the revenue recognised in line with IFRS 15 'Revenue from Contracts with Customers', £15,966k (2021 - £7,377k) was recognised at a point in time, and the remainder was recognised over time.

The prior year accounts showed a third line for license fee and rental income – IFRS 16 of £24,498k which has now been reclassified within license fee and rental income – IFRS 15 for consistency of presentation going forwards.

Cheetah Holdco Limited

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

5. Operating costs

	2022 £000	As restated 2021 £000
Rent - profit share	**769**	865
Building operating costs	**44,993**	42,369
Staff related costs	**27,994**	21,117
Depreciation and amortisation	**80,990**	74,323
Other operating costs	**25,129**	29,591
	179,875	168,265

6. Other operating income

	2022 £000	2021 £000
Other operating income	**17**	25
Service charge receivable	**885**	1,176
Foreign exchange difference - gain	**-**	6
	902	1,207

7. Auditor's remuneration

	2022 £000	2021 £000
Audit of these financial statements	**21**	230
Audit of financial statements of subsidiaries of the Company	**198**	405
	219	635

Fees payable to the Group's auditor and its associates in respect of:

Taxation compliance services	**-**	47
	-	47

8. Employees

Staff costs were as follows:

	Group 2022 £000	Group 2021 £000
Wages and salaries	**22,797**	17,344
Social security costs	**2,655**	2,254
Pension costs	**794**	670
	26,246	20,268

Salary and wages expenses are presented net of proceeds of £Nil (2021 - £317k) from Coronavirus Job Retention Scheme (CJRS) claims submitted during 2021. CJRS claims are recognised and measured as government grants.

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

	2022 No.	2021 No.
Admin	**181**	193
Operations	**209**	126
	390	319

The Company has no employees other than the Directors.

9. Directors' remuneration

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group.

	2022 £000	2021 £000
Wages and salaries	**2,406**	2,020
Social security contributions and similar taxes	**321**	301
Pension costs	**58**	56
	2,785	2,377

The aggregate of remuneration of the highest paid Director was £890,000 (2021 - £897,000) including pension contributions of £22,000 (2021 - £22,000).

Directors costs are borne by Cheetah Holdco Limited and The Office Group Properties Limited entities within the combined Group. The figures presented in this note represent the qualifying services provided by the Directors to the Group.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group.

10. Finance income and expense

	2022 £000	2021 £000
Finance income		
Bank interest receivable	**1,248**	-

	2022 £000	2021 £000
Finance expense		
Bank interest payable	**27,884**	20,400
Other loan interest payable	**2,074**	2,395
Interest on lease liabilities	**35,737**	31,669
	65,695	54,464

Cheetah Holdco Limited

11. Tax expense

	2022 £000	As restated 2021 £000
Corporation tax		
Current tax for the year	**221**	-
Adjustments in respect of previous periods	-	(328)
Total corporation tax	**221**	(328)
Deferred tax		
Origination and reversal of timing differences	**(16,604)**	(27,788)
Change in rates	-	13,919
Adjustments in respect of previous periods	**1,282**	(2,909)
Total deferred tax	**(15,322)**	(16,778)
Taxation on loss on ordinary activities	**(15,101)**	(17,106)

11. Tax expense (continued)

Factors affecting tax credit for the year

The tax assessed for the year is higher than (2021 - higher than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £000	As restated 2021 £000
Loss on ordinary activities before tax	**(101,525)**	(115,004)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	**(19,290)**	(21,851)
Effects of:		
Expenses not deductible for tax purposes	**673**	12,792
Non taxable income	**(5,522)**	(10,758)
Adjustment to tax charge in respect of previous periods (current and deferred tax)	**1,282**	(3,237)
Chargeable losses	**(903)**	(375)
Effect of transfers of trade and assets in group reorganisation	**-**	(521)
Effect of differences in current year tax rates	**(3,850)**	(16,642)
Non-deductible IFRS16 revaluations	**7,770**	18,055
Deferred tax not recognised	**4,739**	5,431
Total tax credit for the year	**(15,101)**	(17,106)

There is a potential deferred tax asset in respect of Corporate Interest Restriction disallowances as at 31 December 2022 of £7,580,125 (2021 - £3,999,990). However, it is not considered that this asset should be recognised in the accounts given the uncertainty over the timing of when it will reverse. The tax rate applied to calculate the unrecognised deferred tax asset is 25% (2021 - 25%).

Factors that may affect future tax charges

An increase in the UK corporation tax rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the Group's future current tax charge accordingly. The deferred tax asset and liability have been calculated taking into account the period in which the temporary differences are expected to reverse.

12. Intangible assets

Group

	Brand £000	Other intangibles £000	Customer relationships £000	Total £000
Cost				
At 1 January 2022	3,343	9,728	6,867	19,938
Foreign exchange movement	-	2	-	2
At 31 December 2022	3,343	9,730	6,867	19,940
Amortisation				
At 1 January 2022	3,010	5,618	2,060	10,688
Charge for the year	333	1,110	458	1,901
Foreign exchange movement	-	3	-	3
At 31 December 2022	3,343	6,731	2,518	12,592
Net book value				
At 31 December 2022	-	2,999	4,349	7,348
At 31 December 2021	333	4,110	4,807	9,250

Please see next page for the table in respect of prior year.

12. Intangible assets (continued)

Group

	Brand £000	Other intangibles £000	Customer relationships £000	Goodwill £000	Total £000
Cost					
At 1 January 2021 (as previously stated)	**3,343**	**8,628**	**6,867**	**167,709**	**186,547**
Prior year adjustment	-	-	-	**(167,709)**	**(167,709)**
At 1 January 2021 (as restated)	**3,343**	**8,628**	**6,867**	-	**18,838**
Additions	-	**1,101**	-	-	**1,101**
Foreign exchange movement	-	**(1)**	-	-	**(1)**
At 31 December 2021	**3,343**	**9,728**	**6,867**	-	**19,938**
Amortisation					
At 1 January 2021	**2,341**	**4,183**	**1,602**	-	**8,126**
Charge for the year	**669**	**1,435**	**458**	-	**2,562**
At 31 December 2021	**3,010**	**5,618**	**2,060**	-	**10,688**
Net book value					
At 31 December 2021	**333**	**4,110**	**4,807**	-	**9,250**
At 31 December 2020 (as restated)	1,002	4,445	5,265	-	10,712

The Group has identified multiple cash generating units (CGUs), with each individual building considered to be a CGU. Goodwill and intangible assets that arise on consolidation are allocated to the buildings on the basis of the buildings forming a group of CGUs, and impairment is assessed by management on the same basis. The level at which impairment is tested reflects the lowest level at which goodwill and intangible assets are monitored for internal reporting purposes. The group is considered to consist of a single operating segment and goodwill has been assessed for impairment accordingly. Goodwill is tested for impairment on an annual basis.

Other intangible assets have a finite useful life in line with the Group's accounting policy and are not tested for impairment annually. Impairment indicators are considered by management, and no impairment indicators translated into a risk of impairment of other intangible assets in the current year.

Goodwill, intangible assets and other intangible assets are included in the calculation of carrying value of the assets of the group of CGUs, which is subjected to the annual test of impairment by comparing the carrying value to the recoverable amount. All intangible assets are considered critical to the CGUs' ability to generate operating cashflows.

12. *Intangible assets (continued)*

The recoverable amount of the group of CGUs has been calculated with reference to its value in use:

Value in Use Approach

The recoverable amount of the group of CGUs is determined based upon a value in use calculation. Value-in-use is established by discounting anticipated future cash flows attributable to each cash generating unit that goodwill has been allocated to. Pre-tax cash flow projections are based on financial budgets approved by management. Post-tax free cash flows are then discounted to calculate the net present value of the future cash flows – which constitute the recoverable amount of the group of CGUs.

Goodwill impairment

The Goodwill arose at the point of Blackstone acquisition in 2017. At the Balance Sheet date, the Directors have tested the Goodwill balance for impairment and reassessed what it relates to. Goodwill of £111.3m was initially recognised on the acquisition of the TOG group and represents the premium paid over the fair value of the net assets acquired. Goodwill is required to be allocated to each of the acquirer's CGUs, or groups of CGUs, that are expected to benefit from the synergies of the combination. Given the nature of the business, each investment property generates independent cash flows and there are no synergies between those properties. It is therefore not possible to support a carrying value in excess of the fair value of the properties. The Goodwill balance should have been impaired to nil following the acquisition in 2017.

The impairment is recognised against the carrying value reflected in each of the two CGUs, which incorporates the total balance of Goodwill at acquisition - part of which is held at Cheetah Bidco Ltd shown below.

	£
The Office Group Holdings Limited	111,289,587
Cheetah Bidco Limited	56,419,197
Goodwill arising on acquisition	**167,708,784**

The impairment of £167,708,784 noted above, leaves a carrying value of Goodwill arising on acquisition in Cheetah Holdco Limited accounts as at 31 December 2022 of £Nil.

13. Property, plant and equipment

Group

	Freehold buildings £000	Long leasehold buildings £000	Short leasehold buildings £000	Leasehold improvements £000	Fixtures and fittings £000	Assets under construction £000	Total £000
Cost or valuation							
At 1 January 2022 (as restated)	336,997	113,424	921,562	124,166	25,486	45,600	1,567,235
Additions/ remeasurements	30,989	-	270	27,163	13,571	-	71,993
Disposals	-	-	-	(1,358)	(696)	-	(2,054)
Transfers between classes	45,600	-	-	-	-	(45,600)	-
Revaluations/ Impairments	(28,787)	(8,372)	(126,960)	-	-	-	(164,119)
Exchange adjustments	-	-	6,105	1,138	450	-	7,693
At 31 December 2022	384,799	105,052	800,977	151,109	38,811	-	1,480,748
Depreciation							
At 1 January 2022	-	-	-	18,995	17,544	-	36,539
Charge for the year	3,926	984	61,620	8,527	4,033	-	79,090
Disposals	-	-	-	(881)	(664)	-	(1,545)
On revalued assets	(3,926)	(984)	(61,620)	-	-	-	(66,530)
Exchange adjustments	-	-	-	90	36	-	126
At 31 December 2022	-	-	-	26,731	20,949	-	47,680

13. Property, plant and equipment (continued)

	Freehold buildings £000	Long leasehold buildings £000	Short leasehold buildings £000	Leasehold improvements £000	Fixtures and fittings £000	Assets under construction £000	Total £000
Net book value							
At 31 December 2022	**384,799**	**105,052**	**800,977**	**124,378**	**17,862**	**-**	**1,433,068**
At 31 December 2021 (as restated)	336,997	113,424	921,562	105,171	7,942	45,600	1,530,696

At the year end the Group has £46,243k (2021 - £70,689k) capital commitments.

Of the total revaluations of property, plant and equipment a loss of £73,882k was recognised through other comprehensive income and an impairment of £23,707k was recognised through profit and loss.

13. Property, plant and equipment (continued)

In respect of prior year:

Group

	Freehold buildings £000	Long leasehold buildings £000	Short leasehold buildings £000	Leasehold improvements £000	Fixtures and fittings £000	Assets under construction £000	Total £000
Cost or valuation							
At 1 January 2021 (as previously stated)	-	-	-	114,320	22,303	-	136,623
Prior year adjustment	326,608	127,676	763,674	-	-	28,704	1,246,662
At 1 January 2021 (as restated)	326,608	127,676	763,674	114,320	22,303	28,704	1,383,285
Additions/remeasurements	6,934	-	172,911	10,922	3,282	11,564	205,613
Revaluations/impairments	3,455	(14,252)	(9,705)	-	-	5,332	(15,170)
Exchange adjustments	-	-	(5,318)	(1,076)	(99)	-	(6,493)
At 31 December 2021 (as restated)	336,997	113,424	921,562	124,166	25,486	45,600	1,567,235
Depreciation							
At 1 January 2021	-	-	-	12,152	10,411	-	22,563
Charge for the year	3,102	928	53,650	6,867	7,214	-	71,761
On revalued assets	(3,102)	(928)	(53,650)	-	-	-	(57,680)
Exchange adjustments	-	-	-	(24)	(81)	-	(105)
At 31 December 2021 (as restated)	-	-	-	18,995	17,544	-	36,539

13. Property, plant and equipment (continued)

	Freehold buildings £000	Long leasehold buildings £000	Short leasehold buildings £000	Leasehold improvements £000	Fixtures and fittings £000	Assets under construction £000	Total £000
Net book value							
At 31 December 2021 (as restated)	**336,997**	**113,424**	**921,562**	**105,171**	**7,942**	**45,600**	**1,530,696**
At 31 December 2020 (as restated)	326,608	127,676	763,674	102,168	11,892	28,704	1,360,722

Of the total revaluations of property, plant and equipment, a gain of £50,857k was recognised through other comprehensive income and an impairment of £8,347k was recognised through profit and loss.

Cheetah Holdco Limited

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

13. Property, plant and equipment

Fair value measurement

The freehold and long leasehold properties were revalued at 31 December 2022 by Cushman & Wakefield.

Short leasehold properties were remeasured to fair value at 31 December 2022 by the Directors of Cheetah Holdco Limited.

The fair value of freehold and leasehold property and assets under construction is categorised as a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below:

	2022 £000	As restated 2021 £000
Opening balance (level 3 recurring fair values)	**1,417,582**	1,246,662
Additions	**31,259**	191,410
Depreciation	**(66,530)**	(57,680)
Revaluations in the year - freehold	**(17,073)**	11,887
Impairments - freehold	**(7,788)**	
Revaluations in the year - long leasehold	**864**	(5,546)
Impairments - long leasehold	**(14,017)**	(7,778)
Reversal of impairments - long leasehold	**5,764**	-
Revaluations in the year - short leasehold	**(62,857)**	45,036
Impairments - short leasehold	**(2,786)**	(4,637)
Reversal of impairments - short leasehold	**304**	3,546
Exchange adjustments	**6,105**	(5,318)
Closing balance (level 3 recurring fair values)	**1,290,827**	1,417,582

The valuation techniques and significant unobservable inputs used in determining the fair value measurement of freehold and leasehold properties, as well as the inter-relationship between key unobservable inputs and fair value, is detailed below:

Tenure	**Type of valuation**	**Valuation techniques used**	**Key unobservable inputs**	**Relationship between key unobservable inputs and fair value**
Freehold and long leasehold properties	Underlying asset revalued	A combination of the comparable evidence approach and the income approach using earnings generated by each property is used	Yield 4.25% - 7.00% (2021: 4.25% - 6.00%)	Higher yield reduces fair values

13. Property, plant and equipment (continued)

Tenure	Type of valuation	Valuation techniques used	Key unobservable inputs	Relationship between key unobservable inputs and fair value
Short leasehold properties	Present value of current lease cash flows, over the period of the lease, revalued to present value of market related cash flows	Estimated market rental values of each active lease in the portfolio is used to calculate net present value of the market-based fixed lease cash flows.	Midpoint estimated rental values per square foot for similar properties in similar areas on the market - based on current active portfolio. Discount rates derived from expected property yield rates - on an individual lease basis.	Higher estimated rental value increases fair values. Higher discount rate reduces fair values.

The fair value measurement is based on the above items' highest and best use, which does not differ from their actual use.

During the year, £166,889k (2021 - £117,421k) was recognised in the consolidated statement of profit and loss and other comprehensive income in respect of income generated by freehold and leasehold properties.

Bank borrowings are secured on the Group's freehold and long leasehold land and buildings. Interest capitalised at the period end amounted to £Nil (2021 £Nil) which represents 0% (2021 - 0%) of the total interest expense for the period.

Assets under construction relate to freehold properties as they are still in development. Upon completion, they will be transferred to Freehold Properties.

The historic cost of freehold and long leasehold properties held under the cost model would be £363,897k (2021 - £332,909k) and the net book value would be £358,877k (2021 - £329,183k).

Leases as lessor

The Group leases out some of its freehold and leasehold property consisting of its owned commercial properties as well as leased property under short-term licensing agreements. Licence agreements are not classified as operating leases as licence agreements do not transfer substantially all of the risks and rewards incidental to the ownership of the assets, and the licence holder does not have the right to direct the use of the asset.

14. Investment property

Group

There are no assets classified as Investment property in the current year, all investment property has been reclassified as property, plant and equipment in the prior period, as detailed below.

	Freehold investment properties £000	Right of use investment properties £000	Properties under construction £000	Total £000
Cost or valuation				
At 1 January 2021 (as previously stated)	336,997	1,034,986	45,600	1,417,583
Prior year adjustment	(336,997)	(1,034,986)	(45,600)	(1,417,583)
At 1 January 2021 and 31 December 2021 (as restated)	-	-	-	-

15. Investments

Group

	Investment in joint ventures £000
Cost	
At 1 January 2022	32,067
Share of total comprehensive income of equity accounted joint ventures	840
At 31 December 2022	32,907
Net book value	
At 31 December 2022	32,907
At 31 December 2021	32,067

The investment relates to a 50% indirect interest in The Station Office Network LLP.

15. Investments (continued)

Company

	Investments in subsidiary companies £000	Loans to subsidiaries £000	Total £000
Cost			
At 1 January 2022	**289,343**	**105,955**	**395,298**
Additions	**88,170**	-	**88,170**
At 31 December 2022	**377,513**	**105,955**	**483,468**
Impairment			
At 1 January 2022	**130,170**	-	**130,170**
At 31 December 2022	**130,170**	-	**130,170**
Net book value			
At 31 December 2022	**247,343**	**105,955**	**353,298**
At 31 December 2021	159,173	105,955	265,128

The investment in subsidiary companies relates to a 100% interest in the share capital of Cheetah Bidco Limited.

Loans to subsidiaries consist of a non-convertible loan note issued by Cheetah Bidco Limited of £105,955k for which no cash consideration has been transferred. Cheetah Bidco Limited has the right to repay any amount of principal under the terms of the instrument at any time, but there is no formal repayment date. As Cheetah Holdco Limited does not intend to request payment of the loan notes, these have been accounted for as fixed asset investments, and are financial assets measured at fair value through profit or loss.

Cheetah Holdco Limited

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

15. Investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Class of shares	Holding	Principal activity
Cheetah Bidco Limited	Ordinary	100%	Intermediate holding company
TOG 1 (US) Limited	Ordinary	*100%	Intermediate holding company
TOG 2 (Germany) Limited	Ordinary	*100%	Intermediate holding company
TOG 3 (Ireland) Limited	Ordinary	*100%	Intermediate holding company
TOG 4 Limited	Ordinary	*100%	Intermediate holding company
TOG 5 (France) Limited	Ordinary	*100%	Intermediate holding company
TOG 6 Limited	Ordinary	*100%	Intermediate holding company
TOG UK Topco Ltd	Ordinary	*100%	Intermediate holding company
TOG UK Mezzco Ltd	Ordinary	*100%	Intermediate holding company
TOG UK Pledgeco Ltd	Ordinary	*100%	Intermediate holding company

The subsidiaries as stated above have the registered office address of 1 Bartholomew Lane, London, United Kingdom, EC2N 2AX.

Name	Class of shares	Holding	Principal activity
TOG CH Topco Limited	Ordinary	*100%	Intermediate holding company
TOG CH One Limited	Ordinary	*100%	Intermediate holding company
TOG CH GP Limited	Ordinary	*100%	Intermediate holding company
Chancery House London LP	Limited partnership	*100%	Property development and holding company
Chancery House London Nominee 1 Limited	Ordinary	*100%	Dormant intermediate holding company
Chancery House London Nominee 2 Limited	Ordinary	*100%	Dormant intermediate holding company
TOG UK Properties Limited	Ordinary	*100%	Flexible office provider
The Office Group Holdings Limited	Ordinary	*100%	Intermediate holding company
The Office Group Midco Limited	Ordinary	*100%	Intermediate holding company
The Office Group Properties Limited	Ordinary	*100%	Flexible office provider
TOG 7 Ltd	Ordinary	*100%	Intermediate holding company
The Office Islington Limited	A, B and Deferred	*100%	Corporate services and management company
The Office (Farringdon) Limited	Deferred and Ordinary	*100%	Flexible office provider
The Office (Bristol1) Limited	Ordinary	*100%	Flexible office provider
The Office (Marylebone) Limited	Ordinary	*100%	Flexible office provider
The Office (Kirby) Limited	Ordinary	*100%	Flexible office provider
EOP DL Limited	Ordinary	*100%	Flexible office provider

The subsidiaries as stated above have the registered office address of 179-185 Great Portland Street, London, United Kingdom, W1W 5PL.

Cheetah Holdco Limited

15. Investments (continued)

Name	Class of shares	Holding	Principal activity
TOG GH Holdco Limited	Ordinary	*100%	Dormant company
TOG GH Propco Limited	Ordinary	*100%	Dormant company

The subsidiaries as stated above have the registered office address of Level 2, 12 St James's Square, London, England, SW1Y 4LB.

TOG The Office Group (Germany) GmbH	Ordinary	*100%	Flexible office provider
TOG (Smiths Building) Ireland Limited	Ordinary	*100%	Flexible office provider

TOG The Office Group (Germany) Gmbh's registered office address is Friedrichstrasse 189, 10117 Berlin, Germany.

TOG (Smiths Building) Ireland Limited's registered office address is 2nd Floor, 1-2 Victoria Buildings, Haddington Road, Dublin 4, Ireland.

TOG France S.A.S was liquidated on 22 August 2022 and is no longer a subsidiary undertaking.

*shares held indirectly.

The subsidiaries listed below are exempt from the Companies Act 2006 requirements relating to the audit of their individual accounts by virtue of Section 479A of the Act as this Company has guaranteed the subsidiary company under Section 479C of the Act:

Company name	Company registration number
TOG 1 (US) Limited	11122090
TOG 3 (Ireland) Limited	11122807
TOG 5 (France) Limited	12002808
TOG 6 Limited	12003007
TOG UK Topco Limited	11504739
TOG UK Pledgeco Limited	11507332
TOG CH Topco Limited	12232081
TOG CH GP Limited	12234232
TOG 7 Limited	06418630
The Office (Bristol1) Limited	06293478
The Office (Farringdon) Limited	05510287
The Office (Kirby) Limited	06356912
The Office (Marylebone) Limited	06356910
The Office Islington Limited	04878697
EOP DL Limited	09525769

Chancery House London LP (LP registration number LP017051) has taken advantage of the exemption from preparation of statutory accounts conferred by Paragraph 7 of Part 2 of The Partnerships (Accounts) Regulations 2008. Financial statements have been prepared for non-statutory purposes but have not been subject to audit.

15. Investments (continued)

Disposal of subsidiary

On 20 September 2022, the Group sold its investment in The Office Group Operations Limited to The Office Group Limited, an indirect parent company, for consideration of £18,144k. Refer to note 28 for further details.

The loss on disposal of The Office Group Operations Limited was determined as follows:

	2022 £000
Consideration due	18,144
Total consideration	**18,144**
Cash disposed of	(166)
Net cash outflow on disposal of subsidiary	**17,978**
Net assets disposed of (other than cash):	
Trade and other receivables	(298)
Amounts owed by group companies	(29,533)
Trade and other payables	1,612
Unsecured loan notes	10,241
Profit on disposal of subsidiary	-

Joint ventures

The Group has an indirect 50% (2021 - 50%) interest in The Station Office Network LLP. The partnership is a joint venture between TOG and Network Rail, and the principal activity of the partnership is that of a flexible office provider, which is line with the Group's strategy. The registered office address and principal place of business of the partnership is 179-185 Great Portland Street, London, United Kingdom, W1W 5PL.

Joint ventures are accounted for using the equity method, where the Group's share of profits and losses is recognised in the consolidated statement of Profit and Loss and Other Comprehensive Income.

Cheetah Holdco Limited

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

15. Investments (continued)

Summarised financial information in relation to the joint venture is presented below:

	2022 £000	2021 £000
As at 31 December		
Current assets	**17,971**	11,793
Non-current assets	**87,608**	91,223
Current liabilities	**(17,254)**	(13,637)
Non-current liabilities	**(66,931)**	(69,664)
Included in the above amounts are:		
Cash and cash equivalents	**11,980**	8,309
Current lease liabilities	**(4,906)**	(5,223)
Non-current lease liabilities	**(66,931)**	(69,664)
Net assets (100%)	**21,394**	19,715
Group's share of net assets (50%)	**10,697**	9,858

	2022 £000	2021 £000
Period ended 31 December		
Revenues	**18,670**	12,804
Loss from continuing operations	**(2,574)**	(5,112)
Other comprehensive income	**4,254**	585
Total comprehensive income (100%)	**1,680**	(4,527)
Group share of total comprehensive income (50%)	**840**	(2,264)
Included in the above amounts are:		
Depreciation	**(7,238)**	(7,117)
Finance expense	**(2,766)**	(3,020)

There are no significant restrictions on the ability of the joint venture to repay loans or advances made by the Group.

Cheetah Holdco Limited

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

16. Trade and other receivables

	Group 2022 £000	Group As restated* 2021 £000	Group As restated* 2020 £000	Company 2022 £000	Company As restated* 2021 £000
Non-current assets					
Amounts owed by group undertakings	**33,858**	-	-	**84,320**	83,701
Amounts owed by joint venture undertakings	**2**	-	-	-	-
Deferred tax asset (see note 22)	**33,805**	7,430	2,011	**391**	-
	67,665	7,430	2,011	**84,711**	83,701

	Group 2022 £000	Group As restated* 2021 £000	Group As restated* 2020 £000	Company 2022 £000	Company As restated* 2021 £000
Current assets					
Trade receivables	**10,280**	8,269	10,544	-	-
Amounts owed by group undertakings	**5,400**	-	-	**35,932**	22,875
Amounts owed by joint venture undertakings	**2,047**	832	14	-	-
Amounts owed by parent undertakings	**55,174**	-	-	**55,174**	-
Other receivables	**25,925**	16,033	17,868	**551**	198
Prepayments	**11,314**	5,830	7,846	-	-
Accrued income	**11,130**	7,762	3,683	-	-
Deferred tax asset (see note 22)	-	-	-	-	398
	121,270	38,726	39,955	**91,657**	23,471

All amounts owed by group undertakings are interest free and repayable on demand.

£55,174k (2021 - £Nil) was owed by Cheetah Concert Holdco Limited, a related party but outside of the Group.

The balance sheet has been restated to reflect the intention not to request payment of the above amounts owed by group undertakings that are included in Non-current assets within the next year.

*Refer to note 27 for further details on the prior year adjustments.

16. Trade and other receivables (continued)

The lifetime expected loss provision for trade receivables is as follows:

As at 31 December 2022	Current	More than 30 days past due	More than 60 days past due	More than 120 days past due	Total
Expected loss rate (%)	1	1	7	25	14
Gross carrying amount (£000)	1,585	2,021	1,330	5,344	10,280
Loss provision (£000)	(18)	(16)	(94)	(1,332)	(1,460)

17. Bank and cash balances

	Group 2022 £000	Group 2021 £000	Group 2020 £000	Company 2022 £000	Company 2021 £000
Cash at bank	74,869	29,589	32,846	21	4,915

£11,053k (2021 - £2,553k) of the cash balances at year end relates to restricted cash for tenant deposit deeds.

18. Tax receivable and payable

	Group 2022 £000	Group 2021 £000	Group 2020 £000	Company 2022 £000	Company 2021 £000
Tax receivable	49	-	174	8	-
Tax payable	-	-	492	-	-

Cheetah Holdco Limited

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

19. Trade and other payables

	Group 2022 £000	Group 2021 £000	Group 2020 £000	Company 2022 £000	Company 2021 £000
Trade payables	**7,851**	9,109	6,484	**301**	15
Amounts owed to group undertakings	**67,643**	-	-	**114,978**	47,903
Amounts owed to joint venture undertakings	**1,796**	1,611	1,861	**-**	-
Amounts owed to parent undertakings	**55,174**	-	-	**-**	-
Other taxation and social security	**693**	3,098	7,524	**26**	75
Other payables	**55,950**	37,093	24,849	**105**	108
Accruals	**48,688**	40,241	23,900	**1,497**	60
Deferred income	**7,200**	2,069	3,853	**-**	-
	244,995	93,221	68,471	**116,907**	48,161

Other payables primarily comprise security deposits. Amounts owed to group and joint venture undertakings are interest free and payable on demand. Amounts owed to group undertakings includes £32,682k (2021 - £Nil) relating to trading balances and £34,961k (2021 - £Nil) relating to informal intercompany financing.

£55,174k (2021 - £Nil) was owed to Cheetah-Wild Holdco Limited, a related party but outside of the Group.

Amounts owed to group undertakings includes £Nil (2021 - £Nil) due to the direct parent. All other amounts owed to group undertakings are owed to other group companies.

Non-current liabilities

	Group 2021 £000
Amounts owed to related parties	11,000

Cheetah Holdco Limited

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

20. Other interest bearing loans and borrowings

	Group 2022 £000	Group 2021 £000	Group 2020 £000	Company 2022 £000	Company 2021 £000
Non-current borrowings					
Bank loans	**484,730**	465,080	464,177	-	-
Unamortised arrangement fees	**(1,317)**	(3,314)	(5,377)	-	-
	483,413	461,766	458,800	-	-

	Group 2022 £000	Group 2021 £000	Group 2020 £000	Company 2022 £000	Company 2021 £000
Due after more than one year					
Repayable between one and two years	**484,730**	-	-	-	-
Repayable between two and five years	-	465,080	464,177	-	-
	484,730	465,080	464,177	-	-

Unamortised arrangement fees of £1,334k as at 31 December 2022 (2021 - £3,314k) includes £1,198k (2021 - £2,016k) expected to be amortised within 1 year.

The bank loan is secured by fixed and floating charges over the assets of the Group. The debt facilities mature in February 2024. Any associated fees in arranging the bank borrowings unamortised as at the year end are offset against amounts drawn on the facilities as shown in the note above.

Movement in the bank loans balance during the current year relates to capex drawdowns on the Chancery financing facilities, and in the prior year on the Senior and Mezzanine facilities. At 31 December 2022, none of the Senior, Mezzanine or Chancery capex facilities remained undrawn.

The Group's and Company's facilities have an interest charge which is based on a margin above the 3 month weighted average margin of SONIA. The weighted average margin payable by the Group on its debt portfolio as at the period end was 3.57% (2021 - 3.57%).

21. Leases

Leases and lease commitments

The Group leases commercial office space and offers the space to customers under licence agreements that do not transfer the risks and rewards of ownership of the underlying assets. The Group's property lease terms are typically between 15 to 20 years, but individual leases may be longer depending on negotiated terms. The average remaining lease term of the Group's portfolio is as follows:

	2022 Years	2021 Years
Short leasehold portfolio (30 active leases)	14	14
Long leasehold portfolio (2 active leases)	88	89

At 31 December 2022, the Group has no uncommenced commitments to leases.

Leases are typically subject to market rent reviews, index-linked increases or step increases defined within the lease.

The Group do not have any low value leases or operating leases with terms of less than 12 months.

Lease remeasurements and lease modifications

Inflationary rent reviews - There were no lease remeasurements in 2022 as a result of inflationary rent reviews.

Variable payments

There were no in-substance fixed payments identified for any leases during the year-ended 31 December 2022. Other variable payments such as profit share payments were recognised in profit or loss during the year ended 31 December 2022 when the event or condition that triggered the payments occurred, shown in note 5.

21. Leases (continued)

Extension options

Some property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. The extension options held are exercisable only by the Group and not by the lessors. The Group continuously considers extension options, but due to the average length of lease terms it is unlikely that a decision will be made until closer to the option date. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances. The Group has not estimated potential future lease payments from extension options at 31 December 2022, and have not included extension options in calculation of the present value of lease liabilities. No lease extension options, apart from reversionary leases agreed, have been exercised during the year ended 31 December 2022 and no future changes have been assumed at year end.

Lease liabilities are presented in the balance sheet as follows:

	2022 £000	2021 £000
Lease liability brought forward	**856,442**	713,123
Additions / remeasurements / modifications in the year	**-**	172,912
Interest charged	**35,737**	31,669
Lease payments	**(57,242)**	(56,506)
Other / foreign currency translations	**6,034**	(4,756)
Lease liability carried forward	**840,971**	856,442

Lease liability

Lease liabilities are presented in the balance sheet as follows:

	2022 £000	2021 £000	2020 £000
Current lease liability	**32,868**	46,295	49,496
Non-current lease liability	**808,103**	810,147	663,627
Total lease liability	**840,971**	856,442	713,123

Cheetah Holdco Limited

**Notes to the Financial Statements
for the Year Ended 31 December 2022**

21. Leases (continued)

The lease liabilities are secured by the related underlying assets. The undiscounted maturity analysis of long and short lease liabilities at 31 December 2022 is as follows:

	Within 1 year	2 - 5 years	More than 5 years	Total
	£000	£000	£000	£000
31 December 2022				
Lease payments	**66,286**	**311,756**	**797,366**	**1,175,408**
Finance charges	**(33,565)**	**(116,998)**	**(183,874)**	**(334,437)**
Net present values	**32,721**	**194,758**	**613,492**	**840,971**
31 December 2021				
Lease payments	59,357	301,846	869,669	1,230,872
Finance charges	(34,407)	(122,618)	(203,931)	(360,956)
Prepaid rent at 31 December 2021	(13,474)	-	-	(13,474)
Net present values (net of prepaid rent)	11,476	179,228	665,738	856,442
31 December 2020				
Lease payments	49,496	247,474	768,027	1,064,997
Finance charges	(29,660)	(106,376)	(210,393)	(346,429)
Prepaid rent at 31 December 2020	(5,445)	-	-	(5,445)
Net present values (net of prepaid rent)	14,391	141,098	557,634	713,123

22. Deferred taxation

Group

	2022 £000	As restated 2021 £000
At beginning of year	**(52,882)**	(47,093)
Charged to profit or loss	**15,322**	16,778
Charged/(credited) to other comprehensive income	**12,612**	(22,567)
At end of year	**(24,948)**	(52,882)

Company

	2022 £000	2021 £000
At beginning of year	**398**	718
Charged to profit or loss	**(7)**	(320)
At end of year	**391**	398

	Group 2022 £000	Group As restated 2021 £000	Company 2022 £000	Company 2021 £000
Accelerated capital allowances	**(1,663)**	(4,444)	**-**	-
Capital gains	**(30,660)**	(31,848)	**-**	-
IFRS 16 right of use asset fair value adjustment	**(24,068)**	(22,735)	**-**	-
Provisions	**(1,276)**	64	**12**	19
Loan relationship asset	**1,774**	4	**-**	-
Tax losses asset	**32,032**	7,362	**379**	379
Intangibles on business combination	**(1,087)**	(1,285)	**-**	-
	(24,948)	(52,882)	**391**	398
Comprising:				
Asset - due after one year	**33,805**	7,430	**391**	-
Asset - due within one year	**-**	-	**-**	398
Liability	**(58,753)**	(60,312)	**-**	-
	(24,948)	(52,882)	**391**	398

Cheetah Holdco Limited

23. Share capital and other reserves

Company

Share capital

	2022 £	2021 £
Allotted, called up and fully paid		
298,442,279 (2021 - 298,442,279) Ordinary A shares of £0.01 each	**2,984,423**	2,984,423
46,899,184 (2021 - 46,899,184) Ordinary B shares of £0.01 each	**468,992**	468,992
523,595 (2021 - 523,595) Ordinary D shares of £0.01 each	**5,236**	5,236
319,206 (2021 - 319,206) Ordinary G shares of £0.01 each	**3,192**	3,192
8,817,029,600 (2021 - NIL) Ordinary shares of £0.01 each	**88,170,296**	-
	91,632,139	3,461,843

On 19 September 2022, the Company issues 8,817,029,600 Ordinary shares at par. Ordinary shares are a new class of shares resulting from the merger.

Other reserves

Share premium records the amount above the nominal value for shares sold. On 28 November 2018 a reduction of share premium of £140,973k was undertaken which was credited to retained earnings, thereby creating sufficient distributable reserves to effect the declaration and payment of a dividend of £130,200k in respect of the A ordinary shares recognised as debt. In order to reflect the fact that the repayment of the A ordinary shares is not accounted for as a distribution, rather a repayment of a loan from the parent, the share premium reduction has been partially reversed by the way of a share premium reinstatement. This has been posted to reflect the fact that, legally, the distributable reserves have been reduced through the payment of a dividend. The £127,241k share premium reinstatement reflects the amount of the share premium that was recognised as debt and repaid by way of the dividend declared to Cheetah-Wild Holdco Ltd. The share premium reinstatement has been debited from retained earnings to reduce distributable reserves accordingly; this was all completed during 2021.

The capital redemption reserve records the nominal value of own shares repurchased by the Company.

The foreign exchange reserves records the exchange differences arising upon translation of foreign entities into presentational currency. It represents the difference between recording the foreign assets and liabilities at the closing rate and the foreign income and expenses at the rates on the dates of the transactions.

The revaluation reserve represents gains and losses arising on the revaluation of the Group's property as well as the difference in depreciation on historic cost basis and revaluation basis.

Accumulated losses includes all current and prior period retained profits and losses.

Cheetah Holdco Limited

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

24. Financial instruments - risk management

The Group is exposed through its operations to the following financial risks:

- Credit risk
- Fair value or cash flow interest rate risk
- Liquidity risk

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

- Trade receivables
- Cash and cash equivalents
- Trade and other payables
- Floating-rate bank loans
- Interest rate caps

	Financial assets at fair value through profit or loss 2022 £000	Financial assets at amortised cost 2022 £000	Financial assets at fair value through profit or loss 2021 £000	Financial assets at amortised cost 2021 £000	Financial assets at fair value through profit or loss 2020 £000	Financial assets at amortised cost 2020 £000
Financial assets						
Cash and cash equivalents	-	**74,869**	-	29,589	-	32,846
Trade and other receivables	-	**143,816**	-	32,896	-	32,109
	-	**218,685**	-	62,485	-	64,955

Cheetah Holdco Limited

24. Financial instruments - risk management (continued)

	Group Financial liabilities at amortised *cost* 2022 £000	Company Financial liabilities at amortised *cost* 2022 £000	Group Financial liabilities at amortised *cost* 2021 £000	Company Financial liabilities at amortised *cost* 2021 £000	Group Financial liabilities at amortised *cost* 2020 £000	Company Financial liabilities at amortised *cost* 2020 £000
Financial liabilities						
Trade and other payables	**195,614**	-	49,882	-	37,047	-
Other interest bearing loans and borrowings	**484,730**	-	461,766	-	458,800	-
Lease liabilities	**840,971**	-	856,442	-	713,123	-
	1,521,315	-	1,368,090	-	1,208,970	-

Financial instruments not measured at fair value

Financial instruments not measured at fair value includes cash and cash equivalents, trade and other receivables, trade and other payables, and other interest bearing loans and borrowings.

Due to their short-term nature, the carrying value of cash and cash equivalents, trade and other receivables, and trade and other payables approximates to their fair value.

Financial instruments measured at fair value

There were no financial instruments measured at fair value in the current or prior years.

There were no transfers between levels and there were no changes to the valuation techniques during the period.

General objectives, policies and processes

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to management.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below:

24. Financial instruments - risk management (continued)

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The credit risk from the Group's customers is very low as the Group holds deposits for each customer and can deny access to services if payment is outstanding. It is Group policy, implemented locally, to assess the credit risk of new customers before entering contracts.

Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with minimum rating "A" are accepted.

Further disclosures regarding trade and other receivables, which are neither past due or impaired, are provided in note 16.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market factors. Market risk arises for the Group from its use of variable interest bearing instruments (interest rate risk).

The Group finances its operation through a mixture of retained profits and external borrowings. The Group borrows at both fixed and floating rates of interest and then utilises interest rate swaps and caps to generate the desired interest and risk profile. Although the Board accepts that this policy neither protects the Group entirely from the risk of paying rates in excess of current market rates nor eliminates fully cash flow risk associated with variability in interest payments, it considers that it achieves an appropriate balance of exposure to these risks.

During 2022, the Group's borrowings at variable rate were denominated in Pound Sterling.

At 31 December 2022, if interest rates on Pound Sterling denominated borrowings had been 100 basis points higher/lower with all other variables held constant, profit after tax for the period would have been £4,847k (2021 - £4,627k) lower/higher. The Group have applied 100 basis points as sensitivity, as they think this is reasonable in the current climate.

Liquidity risk

Liquidity risk arises from the Group's management of working capital and the finance charges and principal repayments on its debt instruments. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The Group also seeks to reduce liquidity risk by fixing interest rates (and hence cash flows) on a portion of its long-term borrowings, this is further discussed in the 'interest rate risk' section above.

The Board receives rolling 12-month cash flow projections on a monthly basis as well as information regarding cash balances. At the end of the financial period, these projections indicated that the Group expected to have sufficient liquid resources to meet its obligations under all reasonably expected circumstances.

The liquidity risk of each Group entity is managed centrally by the Group finance function.

24. Financial instruments - risk management (continued)

The following table sets out the contractual maturities (representing undiscounted contractual cash-flows) of financial liabilities. Refer to note 21 for the maturity of leases.

	Up to 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
	£000	£000	£000	£000
At 31 December 2022				
Trade and other payables	**237,102**	-	-	-
Other interest bearing loans and borrowings	-	**484,730**	-	-
	237,102	**484,730**	-	-
At 31 December 2021				
Trade and other payables	88,054	-	-	-
Other interest bearing loans and borrowings	-	-	465,080	-
	88,054	-	465,080	-
31 December 2020	-	-	-	-
Trade payables	**57,094**	-	-	-
Other interest bearing loans and borrowings	-	-	**464,177**	-
	57,094	-	464,177	-

Capital disclosures

The Group's objective when maintaining capital is to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Group sets the amount of capital it requires in proportion to risk. The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

The Group monitors the ratio of bank borrowings to long term property assets. Long term property assets is calculated as the net book value of freehold properties and leasehold property shown in property, plant and equipment.

25. Related party transactions

Included within turnover is £1,461k (2021 - £993k) of management fees from The Station Office Network LLP of which The Office Group Properties Limited is a member with a 50% interest in the partnership.

Other than transactions with joint ventures shown above, and balances with joint ventures shown in notes 16 and 19, the Group has not had any transactions in the current or prior year with related parties outside of the wholly owned Concert JV Holdco Limited group.

26. Contingent liabilities

All buildings of the TOG UK Mezzco Ltd group, totalling £967,875k (2021 - £1,061,342k) have been pledged as security for a group bank loan held by The Office Group Holdings Limited and TOG UK Mezzco Ltd.

All assets of TOG CH One Limited, totalling £181,327k (2021 - £158,124k), have been pledged as security for a group bank loan held by TOG CH One Limited.

At 31 December 2022, the Group loans totalled £484,661k (2021 - £472,253k).

27. Prior period adjustment

On 19 September 2022, a joint venture between Fora Holdings Limited and Cheetah Concert Holdco Limited was completed. TOG and FORA accounted for some of their freehold and leasehold properties using two different approaches and as a group have reviewed and adjusted their accounting with a view to creating a Group policy for the merged Group.

After review of both group's policies, it was found that the Group should follow IAS 16 Property, Plant and Equipment rather than IAS 40 Investment Property where more than insignificant ancillary services are provided to members.

As a result of the change in policy, all assets have been transferred from Investment Property to Property, Plant and Equipment and are held at fair value in accordance with IAS 16. Freehold buildings are depreciated over 100 years and Leasehold buildings are depreciated across the life of the lease. Any revaluation of the assets goes through Other Comprehensive Income and is held in the revaluation reserve. On inception the difference in revalued depreciation to initial cost depreciation was also transferred to revaluation reserve. Where the revaluation reserve is nil for an asset any negative revaluation would go through the Profit or Loss.

The Directors have identified that in the prior year, the Company's intra-group loans were incorrectly presented as a current asset. As a result of this, the Directors have restated the comparative information in the balance sheet, resulting in an increase in non-current trade and other receivables and a decrease in current trade and other receivables.

The deferred tax relating to the prior period adjustments arises on the difference in movement in fair value of property, plant and equipment, and depreciation.

The Goodwill arose at the point of Blackstone acquisition in 2017. At the Balance Sheet date, the Directors have tested the Goodwill balance for impairment and reassessed what it relates to. Goodwill of £167.7m was initially recognised on the acquisition of the TOG group and represents the premium paid over the fair value of the net assets acquired. Goodwill is required to be allocated to each of the acquirer's CGUs, or groups of CGUs, that are expected to benefit from the synergies of the combination. Given the nature of the business, each investment property generates independent cash flows and there are no synergies between those properties. It is therefore not possible to support a carrying value in excess of the fair value of the properties. The Goodwill balance should have been impaired to nil following the acquisition in 2017, and therefore the accounts have been restated accordingly.

The Group is required to apply the changes retrospectively and restate the financial statements at the beginning of the earliest comparative period in accordance with IAS 8.

The impact on the primary statements are shown on pages 81 to 84.

Cheetah Holdco Limited

27. Prior period adjustment (continued)

Consolidated Statement of Profit and Loss and Other Comprehensive Income:

	2021 £000 Reported	£000 Adjustment	2021 £000 Restated
Operating costs	(110,585)	(57,680)	(168,265)
Movement in fair value of investment properties - in year revaluations	(15,170)	15,170	-
Impairment and reversal of impairment of property, plant and equipment	-	(8,347)	(8,347)
Share of post-tax loss of equity accounted joint ventures	(2,263)	(293)	(2,556)
Impact on loss before tax		(51,150)	
Tax (credit)/charge	(4,401)	21,507	17,106
Impact on loss for the financial year		(29,643)	
Other comprehensive income - movement in fair value of property, plant and equipment	-	50,857	50,857
Other comprehensive income - share of OCI of equity accounted joint ventures	-	293	293
Other comprehensive income - deferred tax	-	(22,567)	(22,567)
Impact on loss for the financial year and total comprehensive income for the financial year		(1,060)	

Cheetah Holdco Limited

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

27. Prior period adjustment (continued)

Consolidated Statement of Financial Position at the beginning of the earliest comparative period:

	2020 £000 Reported	£000 Adjustment	2020 £000 Restated
Non-current assets			
Goodwill	167,709	(167,709)	-
Property, plant and equipment	114,060	1,246,662	1,360,722
Investment property	1,246,662	(1,246,662)	-
Deferred taxation	-	2,011	2,011
Current assets			
Trade and other receivables	41,966	(2,011)	39,955
Non-current liabilities			
Deferred tax	(50,604)	1,500	(49,104)
Net impact on net assets		(166,209)	
Equity attributable to owners of the parent company			
Revaluation reserve	-	246,357	246,357
Accumulated (losses)/retained earnings	69,234	(412,566)	(343,332)
Net impact on total equity		(166,209)	

Cheetah Holdco Limited

27. Prior period adjustment (continued)

Consolidated Statement of Financial Position at the end of the earliest comparative period:

	2021 £000 Reported	£000 Adjustment	2021 £000 Restated
Non-current assets			
Goodwill	167,709	(167,709)	-
Property, plant and equipment	113,113	1,417,583	1,530,696
Investment property	1,417,583	(1,417,583)	-
Deferred taxation	-	7,430	7,430
Current assets			
Trade and other receivables	39,124	(398)	38,726
Non-current liabilities			
Deferred tax	(53,720)	(6,592)	(60,312)
Net impact on net assets		(167,269)	
Equity attributable to owners of the parent company			
Revaluation reserve		265,628	265,628
Accumulated (losses)/retained earnings	663	(432,897)	(432,234)
Net impact on total equity		(167,269)	

27. Prior period adjustment (continued)

Consolidated Statement of Cashflows:

	2021 £000 Reported	£000 Adjustment	2021 £000 Restated
Cash flows from operating activities			
Loss for the financial year	(68,255)	(29,643)	(97,898)
Adjustments for:			
Depreciation and amortisation	16,643	57,680	74,323
Impairments and reversals recognised in P&L	15,170	(6,823)	8,347
Share of post tax loss of equity accounted joint ventures	2,263	293	2,556
Income tax charged/(credited) to the income statement	4,401	(21,507)	(17,106)
Impact on net cash generated from operating activities		-	
Cash flows from investing activities			
Purchase of property, plant and equipment	(11,787)	(15,050)	(26,837)
Purchase of investment properties	(15,050)	15,050	-
Impact on net cash used in investing activities		-	
Impact on net decrease in cash and cash equivalents		-	

Company statement of financial position

	2021 £000 Reported	£000 Adjustment	2021 £000 Restated
Non-current assets			
Other receivables	-	83,701	83,701
Current assets			
Trade and other receivables	107,172	(83,701)	23,471
Net impact on net assets		-	

28. Events after the reporting date

On 20 September 2022, The Office Group Operations Limited was sold by TOG 7 Limited to The Office Group Limited. The original sale was for a consideration of £1. Upon review this was identified as an unlawful distribution as the book value of The Office Group Operations Limited less the £1 consideration was greater than the distributable reserves in TOG 7 Limited. Management has since corrected this by way of shareholder agreement stating that The Office Group Limited will pay the net asset value at 20 September 2022 for the shares in The Office Group Operations Limited. The £18m intercompany debtor representing the net asset value has been posted in the 2022 financial statements to correct the error. In February 2024, The Office Group Limited sold The Office Group Operations Limited back to TOG 7 Limited for consideration equal to net assets at the point of sale.

On 22 December 2023 the existing loan facility within TOG UK Mezzco Limited was transferred from being held by the existing lender to a new lender. The terms and obligations under the loan facility remain unchanged. In addition, in February 2024 the lenders extended the TOG Loan, which was due to mature in February 2024. The full existing amount of the loan was extended to August 2024 on substantially the same terms. The date was established to coincide with the FORA loan expiry and facilitate a full group refinancing process that has already commenced.

29. Controlling party

Up to and including 18 September 2022, the Company was a subsidiary undertaking of Cheetah-Wild Holdco Limited which was the ultimate parent company incorporated in Jersey, with registered office of 22 Grenville Street, St. Helier, JE4 8PX, Jersey. Following the merger with Fora on 19 September 2022, the ultimate parent company is Concert JV Holdco Limited, incorporated in Jersey. The accounts of Cheetah-Wild Holdco Limited are not available to the public.

The largest group in which the results of the Company are consolidated for which accounts are publicly available is that headed by Cheetah Holdco Limited, registered in the United Kingdom, with registered office of 1 Bartholomew Lane, London, EC2N 2AX. The smallest group in which the Company is consolidated is that headed by Cheetah Holdco Limited, registered in the UK. Copies of the group financial statements of Cheetah Holdco Limited will be available from Companies House.