

UPP Leeds Student Residences Limited

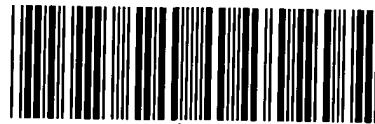
Annual Report and Financial Statements

Year Ended

31 August 2022

Company Number 06444794

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UPP Leeds Student Residences Limited

Company Information

Directors	M C Bamford S A Boorne M J Burton J J Wakeford
Registered number	06444794
Registered office	First Floor 12 Arthur Street London EC4R 9AB
Independent auditor	KPMG LLP Chartered Accountants & Statutory Auditor 15 Canada Square London E14 5GL

UPP Leeds Student Residences Limited

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UPP Leeds Student Residences Limited

Strategic Report For the Year Ended 31 August 2022

Business review

The Company's principal activity is the development, funding, and construction of student accommodation under the University Property Partnerships, in partnership with Leeds Beckett University.

The project comprises 479 student residential accommodation bedrooms within the Leeds Beckett University campus. The rental income is underwritten by Leeds Beckett University.

The UK Higher Education (HE) sector continues to maintain its reputation as a leading global destination for students. Applicant data published by UCAS following the 30 June 2022 main scheme deadline identifies more than 683,650 applicants were seeking a university place for the academic year 2022/23. This was an increase of 1,640 applicants year on year, with a total of 3,049,000 individual applications made via UCAS. Whilst applications from the UK, overall, were down -1% to 548,780, demand from English and Welsh students continued to increase, up by 1% in each case. In terms of the key demand cohort for the Company's accommodation (i.e. first year undergraduates), the overall application rate for UK 18-year-olds reached 44.1%, representing a record high. UCAS have identified that this is likely to lead to record numbers of students starting higher education for 2022/23.

Whilst applications from EU students continue to decline by -18% or 4,960 applicants, demand from outside the EU has more than compensated for this, increasing by 9% or the equivalent of 9,440 extra applicants. Nearly 135,000 international students had applied by the main scheme deadline – an overall net increase of 3% year on year. Key growth markets include China, India and Nigeria. Applicant numbers from China have increased 10% – there are now 31,400 applicants from China. Applicant numbers from India have grown by 20% (+1,950), whilst applications from Nigeria have increased by 58% from 3,360 to 5,290. On this basis, the overall demand outlook appears very positive and in line with projected demographic increases in the number of 18-year-olds over the coming decade. There continues to be an existing structural under-supply of purpose build student accommodation as developers fail to keep pace with rising student enrolment – a situation likely to be exacerbated by an increasing inflationary outlook.

As detailed in the principal risks and uncertainties section, the Board continues to closely monitor demand and inflation risk and its impact on the Company.

UPP Leeds Student Residences Limited

Strategic Report (continued) For the Year Ended 31 August 2022

Principal risks and uncertainties

Financial risk management objectives and policies

The Company uses various financial instruments including loans, cash and various items, such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the Company's operations. All of the Company's financial instruments are of sterling denomination and the Company does not trade in financial instruments or derivatives.

The existence of these financial instruments exposes the Company to a number of financial risks, which are described in more detail below. The directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from the previous year.

Interest rate risk

The Company finances its operations through a mixture of retained profits, related party borrowings and bank borrowings. The Company's exposure to interest rate fluctuations on its bank borrowings is managed by the use of interest swaps which fix variable interest rates for a period of time.

Liquidity risk

The Company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and debt servicing and to invest cash assets safely and profitably. The Company's facility agreements require adequately funded reserve accounts which provide further mitigation against liquidity risk.

Inflation risk

The Company funds its financing activities through the provision of student accommodation and rental income received on this accommodation. Growth in rental income is linked to the movement in RPI and the Group manages the exposure to this index through a mix of inflation-linked debt and the use of RPI swaps to hedge a portion of the fixed rate debt servicing costs. The Company is monitoring the current inflationary environment very closely, especially the impact on its cost base. The contractual mechanisms relating to rental income increases and the controllable nature of most costs provide means of managing this risk.

UPP Leeds Student Residences Limited

Strategic Report (continued) For the Year Ended 31 August 2022

The profit for the year, after taxation, amounted to £76k (2021 - £62k).

The Company has to adhere to financial covenants on the associated senior debt financial instruments. All of the financial covenants have been met during the financial year.

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



.....
M C Bamford
Director

Date: 27 January 2023

UPP Leeds Student Residences Limited

Directors' Report For the Year Ended 31 August 2022

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

Statement of directors' responsibilities in respect of the Strategic Report, the Directors' Report and the financial statements

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Going concern

The financial statements have been prepared on a going concern basis, which the directors consider to be appropriate for the following reasons.

In preparing these financial statements, the directors have considered the impact of the current inflationary environment on the ability of the Company to continue as a going concern by preparing a cash flow forecast through to 31 August 2024, modelling a severe but plausible downside scenario that demonstrates that the Company is expected to have sufficient funds to meet its obligations as they fall due over the period of at least 12 months from the date of approval of the financial statements.

A key feature of the Company's contractual arrangements with the university, is that university counterparty bears the risk of rental income collection. In addition, there are contractual mechanisms in place that allow for rental uplifts as a result of inflation.

UPP Leeds Student Residences Limited

Directors' Report (continued) For the Year Ended 31 August 2022

Going concern (continued)

For the 2022/23 academic year, the Company has secured sufficient occupancy to remain compliant with its financial covenants. The directors anticipate that the Company's university counterparties will meet their payment obligations as they fall due, even in the severe but plausible downside scenario and, as a result, the risk around revenues leading to non-compliance with financial covenants for the 2022/23 year remains low. The directors consider the Company's costs to be reasonably controllable and, whilst there are likely to be increased costs arising from inflationary pressures and geopolitical issues, these are likely to be offset by cost savings elsewhere and are not sufficient to threaten the viability of the business.

The directors believe that the fundamentals of the student accommodation market remain supportive of the long-term success of the business.

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

Results and dividends

The profit for the year, after taxation, amounted to £76k (2021 - £62k).

The directors did not declare any dividends for the year (2021 - £Nil).

Directors

The directors who served during the year were:

S Á Boorne (appointed 29 April 2022)
M J Burton (appointed 16 February 2022)
J J Wakeford (appointed 16 February 2022)
M Swindlehurst (resigned 2 February 2022)
H Gervaise-Jones (resigned 29 April 2022)

After the year end, M C Bamford was appointed as a director on 3 October 2022.

Future developments

The directors of the Company are not aware of any circumstances by which the principal activity of the Company would alter or cease.

Qualifying third party indemnity provisions

During the year and up to the date of this report, the Company maintained liability insurance and third-party indemnification provisions for its directors, under which the Company has agreed to indemnify the directors to the extent permitted by law in respect of all liabilities to third parties arising out of, or in connection with, the execution of their powers, duties and responsibilities of the Company.

Financial risk management objectives and policies

The Company's financial risk management objectives and policies are considered to be of strategic significance and are therefore detailed in the Strategic Report on page 1.

UPP Leeds Student Residences Limited

Directors' Report (continued) For the Year Ended 31 August 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 director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has 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's auditor is aware of that information.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditor

The auditor, KPMG LLP, will be proposed for reappointment as auditor of the Company in accordance with section 487 of the Companies Act 2006.

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



.....
M C Bamford
Director

Date: 27 January 2023

UPP Leeds Student Residences Limited

Independent Auditor's Report to the Members of UPP Leeds Student Residences Limited

Opinion

We have audited the financial statements of UPP Leeds Student Residences Limited ("the Company") for the year ended 31 August 2022 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 August 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Going concern

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

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

Our conclusions based on this work:

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

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

UPP Leeds Student Residences Limited

Independent Auditor's Report to the Members of UPP Leeds Student Residences Limited (continued)

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

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

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

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

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries and the risk of bias in accounting estimates and judgements such as valuation of derivative financial instruments.

On this audit we do not believe there is a fraud risk related to revenue recognition because the Company's income primarily arises from contracts with universities with fixed periodic payments, and interest income is recognised using the effective interest rate method but which is non-judgemental, straight forward and limited opportunity for manipulation.

We did not identify any additional fraud risks.

We performed procedures including:

- identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by senior finance management and journal entries made to unrelated accounts; and
- assessing significant accounting estimates for bias.

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

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and other management (as required by auditing standards) and from inspection of the Company's regulatory and legal correspondence and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

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

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

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

UPP Leeds Student Residences Limited

Independent Auditor's Report to the Members of UPP Leeds Student Residences Limited (continued)

Fraud and breaches of laws and regulations – ability to detect (continued)

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

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: property laws and building legislation, health and safety, employment laws, anti-bribery, other worker laws, recognising the nature of the Company's activities.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

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

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

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

Strategic Report and Directors' Report

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

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

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

Matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

UPP Leeds Student Residences Limited

Independent Auditor's Report to the Members of UPP Leeds Student Residences Limited (continued)

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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

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

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

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



Craig Steven-Jennings (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL

Date: 27 January 2023

UPP Leeds Student Residences Limited

Profit and Loss Account For the Year Ended 31 August 2022

	Note	2022 £000	2021 £000
Turnover	4	10	-
Cost of sales		(838)	(790)
Gross loss		(828)	(790)
Administrative expenses		(881)	(916)
Operating loss		(1,709)	(1,706)
Interest receivable and similar income	7	3,757	3,192
Interest payable and similar expenses	8	(1,972)	(1,424)
Profit before tax		76	62
Tax on profit	9	-	-
Profit for the financial year		76	62

The notes on pages 15 to 28 form part of these financial statements.

The above results all relate to continuing operations.

UPP Leeds Student Residences Limited

Statement of Comprehensive Income For the Year Ended 31 August 2022

	Note	2022 £000	2021 £000
Profit for the financial year		76	62
Other comprehensive income, net of related tax effects			
Fair value movement of interest rate swap	14	8,985	2,455
Other comprehensive income for the year		8,985	2,455
Total comprehensive income for the year		9,061	2,517

The notes on pages 15 to 28 form part of these financial statements.

UPP Leeds Student Residences Limited

Registered number: 06444794

Balance Sheet As at 31 August 2022

	Note	2022 £000	2021 £000
Current assets			
Debtors: amounts falling due after more than one year	10	26,984	26,603
Debtors: amounts falling due within one year	10	3,728	3,586
Cash at bank and in hand		1,599	1,737
		<u>32,311</u>	<u>31,926</u>
Creditors: amounts falling due within one year	11	(787)	(942)
Net current assets		<u>31,524</u>	<u>30,984</u>
Total assets less current liabilities		<u>31,524</u>	<u>30,984</u>
Creditors: amounts falling due after more than one year	12	(30,994)	(39,515)
Net assets/(liabilities)		<u><u>530</u></u>	<u><u>(8,531)</u></u>
Capital and reserves			
Called up share capital	15	-	-
Cash flow hedge reserve	16	(6,451)	(15,436)
Profit and loss account	16	6,981	6,905
		<u><u>530</u></u>	<u><u>(8,531)</u></u>

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



.....
M C Bamford
Director

Date: 27 January 2023

The notes on pages 15 to 28 form part of these financial statements.

UPP Leeds Student Residences Limited

Statement of Changes in Equity For the Year Ended 31 August 2022

	Called up share capital	Cash flow hedge reserve	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 September 2021	-	(15,436)	6,905	(8,531)
Comprehensive income for the year				
Profit for the year	-	-	76	76
Fair value movement of interest rate swap	-	8,985	-	8,985
At 31 August 2022	-	(6,451)	6,981	530

Statement of Changes in Equity For the Year Ended 31 August 2021

	Called up share capital	Cash flow hedge reserve	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 September 2020	-	(17,891)	6,843	(11,048)
Comprehensive income for the year				
Profit for the year	-	-	62	62
Fair value movement of interest rate swap	-	2,455	-	2,455
At 31 August 2021	-	(15,436)	6,905	(8,531)

The notes on pages 15 to 28 form part of these financial statements.

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

1. General information

UPP Leeds Student Residences Limited is a private limited company incorporated in England with company number 06444794. The registered office is First Floor, 12 Arthur Street, London, EC4R 9AB.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Company has chosen to apply transitional relief under Section 35.10 (i) Service concession arrangements – Accounting By Operators, and as a result its tangible fixed assets which meet the definition of service concession arrangements under Section 34 but where the contract was entered into before the date of transition will continue to be accounted for using the same accounting policies being applied at the date of transition to FRS 102.

The financial statements are presented in Sterling (£), which is the Company's functional currency, rounded to the nearest thousand.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A; and
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of UPP Group Holdings Limited as at 31 August 2022 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

2. Accounting policies (continued)

2.3 Going concern

The financial statements have been prepared on a going concern basis, which the directors consider to be appropriate for the following reasons.

In preparing these financial statements, the directors have considered the impact of the current inflationary environment on the ability of the Company to continue as a going concern by preparing a cash flow forecast through to 31 August 2024, modelling a severe but plausible downside scenario that demonstrates that the Company is expected to have sufficient funds to meet its obligations as they fall due over the period of at least 12 months from the date of approval of the financial statements.

A key feature of the Company's contractual arrangements with the university, is that university counterparty bears the risk of rental income collection. In addition, there are contractual mechanisms in place that allow for rental uplifts as a result of inflation.

For the 2022/23 academic year, the Company has secured sufficient occupancy to remain compliant with its financial covenants. The directors anticipate that the Company's university counterparties will meet their payment obligations as they fall due, even in the severe but plausible downside scenario and, as a result, the risk around revenues leading to non-compliance with financial covenants for the 2022/23 year remains low. The directors consider the Company's costs to be reasonably controllable and, whilst there are likely to be increased costs arising from inflationary pressures and geopolitical issues, these are likely to be offset by cost savings elsewhere and are not sufficient to threaten the viability of the business.

The directors believe that the fundamentals of the student accommodation market remain supportive of the long-term success of the business.

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

2.4 Changes in accounting policy

In these financial statements the Company has changed its accounting policies in the following areas:

- Amendments to FRS 102: Interest rate benchmark reform Phase 2 has been adopted from 1 September 2021. The Phase 2 has been applied retrospectively, however, in accordance with the exceptions permitted in the Phase 2 amendments, the Company has elected not to restate comparatives for the prior periods to reflect the application of these amendments. Since the Company has no transactions for which the benchmark rate had been replaced with an alternative benchmark as at 31 August 2021, there is no impact on the opening equity balances as a result of retrospective application. The details of the accounting policies are disclosed in note 2.15.

2.5 Turnover

Rent receivable is recognised on a straight line basis of the amount receivable in respect of the rental period. Amounts received in advance are included within deferred income.

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

2. Accounting policies (continued)

2.6 Finance receivable and interest receivable

The Company has elected to take the exemption under FRS 102 paragraph 35.10 (i) to continue to apply its previous accounting treatment in respect of Service Concession Arrangements entered into prior to the date of transition to FRS 102. Therefore, the Company continues to adopt provisions of FRS 5 (Application Note F) in determining the appropriate treatment of principal asset of the Company.

After due consideration, the Company has accounted for its investment as a finance lease receivable under SSAP 21. During the construction phase, all attributable expenditure including net finance costs are included in the cost of the finance asset. The finance receivable assets are subsequently valued using the internal rate of return method calculated on the basis of net present value of future cash flows throughout the operational phase, which vary from year to year.

This method of amortisation has been chosen as the profile of profit recognition is principally in line with the debt costs incurred over the life of the project. The amortisation charge or credit is then credited or debited to finance receivable.

Rent receivable is recognised on a straight line basis of the amount receivable in respect of the accounting period. Amounts received in advance are included within deferred income.

The amount recognised in the year is also apportioned between turnover and interest receivable in such a manner as to leave the Company in a break even position at operating profit level.

This apportionment reflects the fact that the Company generates profit through its financing activity rather than on its student lettings activity. If the Company generates an operating loss in the period no adjustment is made.

Interest receivable is recognised in the Profit and Loss Account using the effective interest method.

2.7 Interest payable

Interest payable is charged to the Profit and Loss Account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.8 Borrowing costs

Borrowing costs directly attributable to the acquisition and construction of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

2. Accounting policies (continued)

2.9 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Profit and Loss Account when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.10 Taxation

Tax is recognised in the Profit and Loss Account except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date in the countries where the Company operates and generates income.

Deferred tax is calculated on a non-discounted basis using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference. Group relief is only accounted for to the extent that a formal policy is in place at the reporting period end. Where no policy is in place, current and deferred tax is measured before benefits which may arise from a formal group relief policy.

2.11 Debtors

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

Impairment is determined by making an estimate of the likely recoverable value of debtors by considering factors such as the credit rating, the aging profile and the historic experience of the respective debtor.

2.12 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.13 Creditors

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

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

2. Accounting policies (continued)

2.14 Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method.

Interest rate benchmark reform

When the basis for determining the contractual cash flows of a financial asset or financial liability measured at amortised cost changed as a result of interest rate benchmark reform, the Company updated the effective interest rate of the financial asset or financial liability to reflect the change that is required by the reform. A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if the following conditions are met:

the change is necessary as a direct consequence of the reform; and
the new basis for determining the contractual cash flows is economically equivalent to the previous basis – i.e. the basis immediately before the change.

When changes were made to a financial asset or financial liability in addition to changes to the basis for determining the contractual cash flows required by interest rate benchmark reform, the Company first updated the effective interest rate of the financial asset or financial liability to reflect the change that is required by interest rate benchmark reform. After that, the Company applied the policies on accounting for modifications to the additional changes.

2.15 Derivative instruments

Derivatives, which include interest rate swaps are not basic financial instruments.

The Company has entered into interest rate swaps ('IR swaps') with external parties to manage its exposure to changes in SONIA. All derivative instruments are initially measured at fair value on the date the contract is entered into and subsequently re-measured to fair value at each reporting date. The gain or loss on re-measurement is taken to the Profit and Loss Account in interest payable or interest receivable as appropriate, unless they are included in a hedging arrangement.

Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

2. Accounting policies (continued)

2.16 Hedge accounting

The Company applies hedge accounting for transactions entered into to manage the cash flow exposures of borrowings. Interest rate swaps are held to manage the interest rate exposures and are designated as cash flow hedges of floating rate borrowings.

Changes in the fair values of derivatives designated as cash flow hedges, and which are effective, are recognised in other comprehensive income directly in a cash flow hedge reserve. Any ineffectiveness in the hedging relationship (being the excess of the cumulative change in fair value of the hedging instrument since inception of the hedge over the cumulative change in the fair value of the hedged item since inception of the hedge) is recognised in the Profit and Loss Account.

The gain or loss recognised in other comprehensive income is reclassified to the Profit and Loss Account when the hedge relationship ends at the contract termination date. Hedge accounting is discontinued when the hedging instrument expires, no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged debt instrument is derecognised or the hedging instrument is terminated.

The Company has elected to adopt hedge accounting for all its swaps which meet the qualifying criteria for hedge accounting under Section 12 of FRS 102. It is considered that the criteria to apply hedge accounting for the interest rate swap have been met.

Hedges directly affected by interest rate benchmark reform

The Company has adopted the Phase 2 amendments and retrospectively applied them from 1 September 2021.

When the basis for determining the contractual cash flows of the hedged item or hedging instrument changes as a result of IBOR reform and therefore there is no longer uncertainty arising about the cash flows of the hedged item or the hedging instrument, the Company amends the hedge documentation of that hedging relationship to reflect the change(s) required by IBOR reform. For this purpose, the hedge designation is amended only to make one or more of the following changes:

- designating an alternative benchmark rate as the hedged risk;
- updating the description of the hedged item, including the description of the designated portion of the cash flows or fair value being hedged; or
- updating the description of the hedging instrument.

The Company amends the description of the hedging instrument only if the following conditions are met:

- it makes a change required by IBOR reform by changing the basis for determining the contractual cash flows of the hedging instrument or using another approach that is economically equivalent to changing the basis for determining the contractual cash flows of the original hedging instrument; and
- the original hedging instrument is not derecognised.

The Company amends the formal hedge documentation by the end of the reporting period during which a change required by IBOR reform is made to the hedged risk, hedged item or hedging instrument. These amendments in the formal hedge documentation do not constitute the discontinuation of the hedging relationship or the designation of a new hedging relationship.

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

2. Accounting policies (continued)

2.16 Hedge accounting (continued)

If changes are made in addition to those changes required by IBOR reform described above, then the Company first considers whether those additional changes result in the discontinuation of the hedge accounting relationship. If the additional changes do not result in the discontinuation of the hedge accounting relationship, then the Company amends the formal hedge documentation for changes required by IBOR reform as mentioned above.

When the interest rate benchmark on which the hedged future cash flows had been based is changed as required by IBOR reform, for the purpose of determining whether the hedged future cash flows are expected to occur, the Company deems that the hedging reserve recognised in OCI for that hedging relationship is based on the alternative benchmark rate on which the hedged future cash flows will be based.

2.17 Related party transactions

The Company is a wholly owned subsidiary of UPP Group Holdings Limited and as such the Company has taken advantage of the terms of FRS 102.33.1A not to disclose related party transactions which are eliminated on consolidation.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements requires management to exercise judgement in applying the Company's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, income and expenses. However, the nature of estimation means that actual outcomes could differ from those estimates.

Estimates and assumptions are reviewed on an on-going basis with revisions recognised in the period in which the estimates are revised and in any future periods affected.

The areas involving the most sensitive estimates and assumptions that are significant to the financial statements are set out below:

Valuation of interest rate swaps (note 14)

In estimating the fair value of the IR swaps, the Company incorporates credit valuation adjustments to appropriately reflect both its own non-performance risk and the respective counterparty's non-performance risk in the fair value measurements, which are subjective in nature and require significant judgement. In adjusting the fair value of its derivative contracts for the effect of non-performance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

3. Judgements in applying accounting policies and key sources of estimation uncertainty (continued)

The financial impact of the swap is further explained in note 14.

Presentation of the finance receivable (note 10)

Rent receivable is generated from the Company's interests in university accommodation. These interests fall within the scope of Section 34 of FRS 102, however, due to the transitional relief adopted in relation to service concession arrangements, the Company continues to account for all its principal assets applying the policies under the extant UK GAAP, FRS 5 (Application Note F).

Each year the Company applies judgement in assessing the status of these interests, in accordance with the provisions of FRS 5 (Application Note F), assessing the balance of the significant risks and rewards of ownership of the asset. The appropriate Balance Sheet treatment of these interests is to treat the asset as a finance receivable asset where the Company does not have the majority of significant risks and rewards. Where it does, the asset is treated as a tangible fixed asset.

The directors consider the balance of risks and rewards does not lie with the Company due to the Company not taking the key demand risk and therefore the principal asset is treated as a finance receivable.

Hedge accounting for interest rate swaps (note 14)

The Company has chosen to apply hedge accounting for all hedging instruments which are in a qualifying hedging relationship under FRS 102 Section 12. Significant judgement is exercised in concluding that future inflationary increases or decreases in rent receivable from university partners are separately identifiable and reliably measurable components of the rental income which ensures the inflation component of rental income and the related RPI swaps are in a hedging relationship which meets the qualifying criteria for hedge accounting under Section 12.

4. Turnover

Turnover represents income, on the basis of accounting policy 2.5, excluding VAT, attributed to the provision of student accommodation.

	2022 £000	2021 £000
Facilities management	10	-

All turnover arose within the United Kingdom.

5. Auditor's remuneration

	2022 £000	2021 £000
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	17	16

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

6. Employees

Staff costs, including directors' remuneration, were as follows:

	Group 2022 £000	Group 2021 £000
Wages and salaries	329	248
Social security costs	26	51
Cost of defined contribution scheme	10	22
	<u>365</u>	<u>321</u>

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

	Group 2022 No.	Group 2021 No.
Site manager (full time)	2	2
Administration, maintenance and cleaning (full and part time)	12	11
	<u>14</u>	<u>13</u>

Key management personnel

All directors and certain senior employees who have authority and responsibility for planning, directing and controlling the activities of the Company are considered to be key management personnel. Total remuneration with respect of these individuals is £Nil (2021 - £Nil).

7. Interest receivable and similar income

	2022 £000	2021 £000
Interest on finance receivable asset	<u>3,757</u>	<u>3,192</u>

8. Interest payable and similar expenses

	2022 £000	2021 £000
Bank interest payable	<u>1,972</u>	<u>1,424</u>

The above interest payable is calculated using the effective interest method.

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

9. Taxation

There is no current or deferred tax charge in the current or prior year.

Factors affecting tax charge for the year

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

	2022 £000	2021 £000
Profit on ordinary activities before tax	76	62
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	14	11
Effects of:		
Exempt property rental profits in the year	(14)	(11)
Total tax charge for the year	-	-

Factors that may affect future tax charges

UPP REIT Holdings Limited is a Real Estate Investment Trust ("REIT"). As a result, the Company no longer pays UK corporation tax on profits and gains from qualifying property rental business providing it meets certain conditions. Non-qualifying profits and gains continue to be subject to UK corporation tax as normal.

On 3 March 2021, it was announced that the UK corporation tax rate would increase to 25% from 1 April 2023, which was enacted in May 2021. The effect of this change in the rate of UK corporation tax increased the deferred tax asset not recognised by £Nil. A deferred tax asset of £167k (2021 - £167k) in respect of available tax losses has not been recognised at 31 August 2022.

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

10. Debtors

	2022 £000	2021 £000
Due after more than one year		
Service concession arrangements recognised as financial asset	26,984	26,603
Due within one year		
Trade debtors	718	700
Service concession arrangements recognised as financial asset	2,975	2,870
Prepayments and accrued income	35	16
	<u>30,712</u>	<u>30,189</u>

The terms of the finance agreement provide that the lender will seek repayment of the finance only to the extent that sufficient funds are generated by specific assets financed and will not seek recourse to the Company in any other form. The Company is not obliged to support any losses, nor does it intend to do so.

11. Creditors: amounts falling due within one year

	2022 £000	2021 £000
Secured senior debt	411	229
Amounts owed to group undertakings	130	224
Accruals and deferred income	246	489
	<u>787</u>	<u>942</u>

The amounts owed to group undertakings are owed to UPP Residential Services Limited and are interest free and repayable on demand.

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

	2022 £000	2021 £000
Secured senior debt	24,543	24,079
Derivative financial instruments (refer to note 14)	6,451	15,436
	<u>30,994</u>	<u>39,515</u>

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

13. Loans

The senior debt is provided by Barclays Bank plc and is repayable by 14 September 2044 with principal repayments having commenced on 14 December 2009. The interest rate has been fixed through the use of a swap, plus a margin, at a rate of 4.695% per annum until September 2017 and then at a rate of 5.910% per annum, thereafter.

The senior debt facility is secured by way of a first fixed charge over the Company's fixed asset. Furthermore, the terms of the finance agreement provide that the lender will seek repayment of the finance, as to both principal and interest, only to the extent that sufficient funds are generated by the specific asset financed and it will not seek recourse to the Company in any other form. The Company is not obliged to support any losses, nor does it intend to do so.

Analysis of the maturity of loans is given below:

	2022 £000	2021 £000
Amounts falling due within one year		
Secured senior debt	411	229
Amounts falling due within one year	411	229
Amounts falling due 1-2 years		
Secured senior debt	335	280
Amounts falling due 1-2 years	335	280
Amounts falling due 2-5 years		
Secured senior debt	1,375	1,185
Amounts falling due 2-5 years	1,375	1,185
Amounts falling due after more than 5 years		
Secured senior debt	22,834	22,615
Amounts falling due after more than 5 years	22,834	22,615
	24,955	24,309

UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

14. Financial instruments

	2022 £000	2021 £000
Financial assets		
Financial assets measured at amortised cost	<u>32,276</u>	<u>31,910</u>
Financial liabilities		
Financial liabilities measured at amortised cost	(25,330)	(25,022)
Derivative financial instruments measured at fair value	(6,451)	(15,436)
	<u>(31,781)</u>	<u>(40,458)</u>

Financial assets measured at amortised cost comprise finance receivable, trade debtors and cash at bank and in hand.

Financial liabilities measured at amortised cost comprise trade creditors, amounts owed to group undertakings, accruals and senior secured debt.

Derivative financial instruments measured at fair value through Statement of Comprehensive Income comprise an interest rate swap.

In estimating the fair value of the interest rate swaps, the Company incorporates credit valuation adjustments and debt value adjustments to appropriately reflect both its own non-performance risk and the respective counterparty's non-performance risk in the fair value measurements, which are subjective in nature and require significant judgement. In adjusting the fair value of its derivative contracts for the effect of non-performance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

14. Financial instruments (continued)

Interest Rate Swap

The Company's exposure to interest rate fluctuations on its bank borrowings is managed by the use of an interest rate swap which fixes variable LIBOR interest rates for the duration of the associated bank debt.

The Company entered into an interest rate swap with the senior debt provider to fix interest at 5.910% from September 2009, maturing in September 2044. The swap is based on the principal amount of the underlying senior debt outstanding as at 31 August and 28 February each year.

At the Balance Sheet date, the fair value of this swap was £6,451k liability (2021 - £15,436k liability).

The Company applies hedge accounting for its derivative instrument as the criteria are met under section 12 FRS 102. A net hedging gain of £8,985k arose during the year (2021 - £2,455k) and was recognised in the Statement of Comprehensive Income, reflecting the change in fair value of this interest rate swap.

15. Share capital

2022 £	2021 £
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UPP Leeds Student Residences Limited

Notes to the Financial Statements For the Year Ended 31 August 2022

15. Share capital (continued)

Authorised

1 Ordinary share of £1.00

1	1
<u>1</u>	<u>1</u>

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

16. Reserves

Cash flow hedge reserve

Cash flow hedge reserve which includes the fair value movements on the derivative financial instruments on application of hedge accounting.

Profit and loss account

The reserve consists of current and prior year profit and loss.

17. Controlling party

The Company is owned by UPP Group Limited which is a wholly owned subsidiary of UPP Group Holdings Limited. UPP Group Holdings Limited is a wholly owned subsidiary of UPP REIT Holdings Limited.

The parent undertaking of the largest group of which the Company is a member and of which group accounts are prepared is UPP REIT Holdings Limited.

UPP REIT Holdings Limited is controlled by a 60% stake held by PGGM Vermogensbeheer BV ("PGGM"), a company incorporated in The Netherlands.

The ultimate controlling party is PGGM by virtue of their majority shareholdings.

Copies of the UPP REIT Holdings Limited accounts can be obtained from www.upp-ltd.com, once they have been published.

The parent undertaking of the smallest group of which the Company is a member and for which group accounts are prepared is UPP Group Holdings Limited.

Copies of the UPP Group Holdings Limited accounts can be obtained from Companies House, once they have been filed.