

LIBERTY LIVING (LH MANCHESTER) LIMITED
Company Number 07120141

Unaudited Financial Statements
For the year ended 31 December 2022

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LIBERTY LIVING (LH MANCHESTER) LIMITED

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LIBERTY LIVING (LH MANCHESTER) LIMITED

Registered number: 07120141

DIRECTORS' REPORT

For the year ended 31 December 2022

The Directors of Liberty Living (LH Manchester) Limited (the 'Company') present their unaudited Financial Statements for the period ended 31 December 2022. This Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption. Accordingly, the Directors have elected to take advantage of the exemption from preparing a Strategic report.

PRINCIPAL ACTIVITY

The principal activity of the Company is to invest in student accommodation in the United Kingdom. The directors expect to continue to carry out these activities in the future.

DIRECTORS

The Directors set out below held office during the period and to the date of this report unless otherwise stated:

J Lister	
D Faulkner	(resigned 20 th September 2022)
C Szpojnarowicz	
M Burt	(appointed 20 th September 2022)
N Hayes	(appointed 20 th September 2022)

SECRETARY

The Secretary set out below held office during the period and to the date of this report unless otherwise stated:

C Szpojnarowicz

GOING CONCERN

The Company is part of The Unite Group plc ('Unite') from which it receives working capital funding. Unite has provided the Company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company, and in particular, will not seek repayment of the amounts currently made available. In determining the Company's Going Concern assessment the Directors have, therefore, considered the wider Unite Group's future performance.

The Directors have considered a range of scenarios for future performance through the 2022/23 and 2023/24 academic years. The impact of our ESG asset transition plans are included within the cash flows which have been modelled. The assessment includes a base case assuming cash collection and performance for the 2022/23 academic year remains in line with current expectations and sales performance for the 2023/24 academic year consistent with published guidance; and a reasonable worst case scenario where income for the 2023/24 academic year is impacted by reduced sales, equivalent to occupancy of around 90%. Under each of these scenarios, the Directors are satisfied that the Group has sufficient liquidity and will maintain covenant compliance over the next 12 months.

To further support the Directors going concern assessment, a "Reverse Stress Test" was performed to determine the level of performance at which adopting the going concern basis of preparation may not be appropriate. This involved assessing the minimum amount of income required to ensure financial covenants would not be breached. Within the tightest covenant, occupancy could fall to approximately 70% before there would be a breach. The Group has capacity for property valuations to fall by 35% before there would be a breach of the tightest LTV and gearing covenants. Were income or asset values to fall beyond these levels, the Group has certain cure rights, such that an immediate default could be avoided. The Directors are satisfied that the possibility of such an outcome is sufficiently remote that adopting the going concern basis of preparation is appropriate.

LIBERTY LIVING (LH MANCHESTER) LIMITED

DIRECTORS' REPORT (CONTINUED)
For the year ended 31 December 2022

GOING CONCERN (CONTINUED)

Accordingly, after making enquiries and having considered forecasts and appropriate sensitivities, the Directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future, being at least 12 months from the date of these financial statements.

Approved by the Board of Directors on 12th September 2023 and signed on its behalf by:



.....
J Lister
Director

LIBERTY LIVING (LH MANCHESTER) LIMITED

Registered number: 07120141

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 financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

LIBERTY LIVING (LH MANCHESTER) LIMITED**PROFIT AND LOSS ACCOUNT****For the year ended 31 December 2022**

	Note	Year ended 31 December 2022	Year ended 31 December 2021
		£000	£000
Turnover	3	4,199	3,607
Cost of sales		-	-
Gross profit		4,199	3,607
Revaluation gain on investments	9	6	-
Revaluation gain on investment property	8	311	1,912
Administrative expenses		(206)	(254)
Operating profit	3	4,310	5,265
Interest payable and similar expenses	5	-	-
Profit before tax		4,310	5,265
Tax on profit	6	-	-
Profit for the period		4,310	5,265

All items in the above statement derive from continuing operations.

There are no items of other comprehensive income for either period and accordingly no statement of comprehensive income has been presented.

The accompanying notes form an integral part of these Financial Statements.

LIBERTY LIVING (LH MANCHESTER) LIMITED**BALANCE SHEET****As at 31 December 2022**

	Note	31 December 2022	31 December 2021
		£000	£000
Fixed assets			
Investment property	8	94,780	93,870
Investment in subsidiaries	9	5,799	5,794
Amounts due from group undertakings	10	10,166	5,967
		110,745	105,631
Creditors: amounts falling due within one year	11	(10,794)	(9,989)
Net current liabilities		(10,793)	(9,989)
Total assets less current liabilities		99,952	95,642
Creditors: amounts due after more than one year	11	(19,852)	(19,852)
Net assets		80,100	75,790
Capital and reserves			
Called up share capital	12	-	-
Profit and loss account (as restated)		80,100	75,790
Equity Shareholder's funds		80,100	75,790

The accompanying notes form an integral part of these Financial Statements.

For the period ended 31 December 2022 the company was entitled to exemption from audit under section 479a of the Companies Act 2006.

No members have required the company to obtain an audit of its accounts for the period in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements

The financial statements were approved by the board of directors and authorised for issue on 12th September 2023. They were signed on its behalf by:



.....
J Lister
Director

LIBERTY LIVING (LH MANCHESTER) LIMITED**STATEMENT OF CHANGES IN EQUITY**
For the year ended 31 December 2022

	Share capital	Profit and loss account as restated	Total
	£000	£000	£000
At 1 January 2021	-	70,525	70,252
Profit for the period	-	5,265	5,265
Total comprehensive income	-	5,265	5,265
At 31 December 2021	-	75,790	75,790
Profit for the year	-	4,310	4,310
Total comprehensive income	-	4,310	4,310
At 31 December 2022	-	80,100	80,100

LIBERTY LIVING (LH MANCHESTER) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2022

1. ACCOUNTING POLICIES

The Financial Statements are prepared in accordance with accounting standards applicable in the United Kingdom and the functional and presentational currency of the Company is pounds sterling (£). They have all been applied consistently throughout the period and to the preceding year. The particular accounting policies adopted are described below.

General information and basis of accounting

Liberty Living (LH Manchester) Limited is a private company limited by shares under the Companies Act 2006 and registered in England and Wales. The address of the registered office is South Quay, Temple Back, Bristol, BS1 6FL. The nature of the Company's operation and its principal activities are set out in the Directors' report.

The financial statements have been prepared under the going concern, historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The Company is included in the consolidated financial statements of The Unite Group Plc which may be obtained at South Quay, Temple Back, Bristol, United Kingdom, BS1 6FL. The Company meets the definition of a qualifying entity under FRS 102 and therefore has taken advantage of the disclosure exemptions in relation to financial instruments, the presentation of a cash flow statement, intra-group transactions and remuneration of key management personnel.

Turnover and Cost of sales

Turnover, which relates to the provision of student accommodation, represents rental income which is accounted for on an accruals basis. Rental income received in advance is recognised as deferred income on the balance sheet and recognised as turnover over the rental contract term to which it relates. Turnover is stated net of VAT and is wholly derived from the United Kingdom. Cost of sales are operating costs relating to the provision of turnover and other income associated with student accommodation and are also accounted for on an accruals basis.

Administrative expenses

Administrative expenses are recognised on an accruals basis.

Interest payable and similar expenses

Interest payable is charged on accruals basis using the effective interest rate method.

Investment property

Investment properties for which fair value can be measured reliably without undue costs or effort on an ongoing basis are measured at fair value annually with any change recognised in the profit and loss account. Incremental costs of replacement or redevelopment incurred are capitalised and separately disclosed.

Acquisition costs are treated as part of the cost of a property and have, therefore, been taken into account when calculating any gain or loss arising on the revaluation of investment properties recognised through the profit and loss account.

LIBERTY LIVING (LH MANCHESTER) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2022

1. ACCOUNTING POLICIES (CONTINUED)

Investment in subsidiaries

Investments in subsidiaries are initially measured at transaction price excluding transaction costs and are subsequently measured at fair value, with reference to the net asset value which is considered to approximate fair value, at each reporting date.

See Note 3 to these financial statements for further details.

Taxation

As a REIT, UK property rental profits and gains on disposal of UK investment properties are exempt from UK tax with the exception of certain non-core income streams. The Company pays UK corporation tax on the profits from its non-core income streams.

The tax charge for the period is recognised in the profit and loss account and the statement of comprehensive income, according to the accounting treatment of the related transaction. The tax charge comprises both current and deferred tax. Current tax, being UK corporation tax on the residual business (non-core income streams), is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. As a REIT, rental profits and gains on disposal of investment properties are exempt from corporation tax. As a result, no deferred tax provision has been recognised at the balance sheet date in respect of property rental assets (revaluation gains and accelerated capital allowances).

A deferred tax asset is regarded as recoverable and therefore unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries, except where the group is able to control the reversal of the timing difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Group intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

LIBERTY LIVING (LH MANCHESTER) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2022

1. ACCOUNTING POLICIES (CONTINUED)

Financial instruments

The Company's financial instruments comprise cash at bank and in hand and bank overdrafts, trade and other debtors and creditors and intercompany balances. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Financial assets and liabilities

All financial assets and liabilities are initially measured at fair value and subsequently measured at amortised cost. Financial assets are generally derecognised when the contractual rights to the cash flows from the financial asset expire or are settled. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Share premium account

The premium receivable on the issue of shares is credited to the share premium account.

Fair value

The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, an entity estimates the fair value by using a valuation technique.

Going Concern

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities of £10,793,000 (2021: £9,989,000), which the directors believe to be appropriate for the following reasons.

The Company is dependent for its working capital on funds provided to it by The Unite Group plc ('Unite'). Unite has provided the Company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company, and in particular, will not seek repayment of the amounts currently made available. As with any entity placing reliance on other group entities for financial support, the Company acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this understanding the directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence; thus they continue to adopt the going concern basis in preparing the financial statements.

Further details can be found in the Directors' Report on pages 1 and 2.

LIBERTY LIVING (LH MANCHESTER) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2022

ACCOUNTING POLICIES (CONTINUED)

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the accounting policies in note 1, the carrying amounts of certain assets and liabilities are arrived at using judgements, estimates and assumptions that are not readily apparent from other sources. These are summarised below:

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Estimate

Investment properties

The Company's investment properties are carried at their fair value as at the reporting date, key estimates used in arriving at the valuation include rents, occupancy, yield and facility management costs. Further information regarding the valuation process is included in note 7.

Judgements

Valuation of subsidiaries

The valuation of subsidiary undertakings involves significant judgement as the valuation requires an assessment of the fair value of all the underlying assets and liabilities of the subsidiary. An changes to the assumptions made could have a significant impact on the carrying value of these assets.

LIBERTY LIVING (LH MANCHESTER) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****For the year ended 31 December 2022****3. CHANGES IN ACCOUNTING POLICY**

The valuation of investments in subsidiaries was changed during the year to align with The Unite Group plc accounting policies.

In prior periods investments in subsidiaries were valued at cost less provisions for impairments. The investment was assessed each year for impairments. The change in policy results in subsidiaries being valued at fair value, with changes in fair value being processed through the profit and loss account.

The accounting policy change is voluntary, and has been applied retrospectively across these accounts.

4. EMPLOYEES AND DIRECTORS REMUNERATION

Directors' remuneration was borne by another group company in both periods. Directors have not performed any qualifying services for this entity during the period.

The Company has no employees in the current period or prior year.

5. TURNOVER AND OPERATING PROFIT

	Year ended 31 December 2022	Year ended 31 December 2021
	£000	£000
Contingent rent on student rental operations recognised as turnover	(4,199)	(3,607)
Revaluation loss/(gain) on investment in subsidiaries	(311)	(1,912)
Administrative expenses	-	-

The company's financial statements were exempt from audit in both the current or prior period, thus no fees were payable.

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	Year ended 31 December 2022	Year ended 31 December 2021
	£000	£000
Interest on Group related party loans	-	-
	-	-

LIBERTY LIVING (LH MANCHESTER) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****For the year ended 31 December 2022****7. TAX ON PROFIT**

The current tax charge for the period is £nil (2021: £nil)

The taxation charge that would arise at the standard rate of UK corporation tax is reconciled to the actual tax charge below. The reconciliation below has been calculated at the main rate of corporation tax of 19% (2021: 19%)

	Year ended 31 December 2022	Year ended 31 December 2021
	£000	£000
Profit before tax	<u>4,310</u>	<u>5,641</u>
Profit multiplied by the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	819	1,072
Effects of:		
Investment gains not subject to tax	(1)	-
Non-taxable REIT income	(759)	(637)
Property revaluations not subject to tax	<u>(59)</u>	<u>(363)</u>
Total tax credit	<u>-</u>	<u>-</u>

8. INVESTMENT PROPERTY

	Investment property at cost	Property revaluation	Total
	£000	£000	£000
At 31 December 2021	44,165	49,705	93,870
Property additions	599	-	599
Revaluation in period	-	311	311
At 31 December 2022	<u>44,764</u>	<u>50,016</u>	<u>94,780</u>

The Company's investment property is owned through a freehold interest. Capital expenditure additions represent enhancements across the portfolio to secure yields and secure the value of the assets.

The Group's investment properties are valued at market value at the balance sheet date of 31 December 2022 by Knight Frank LLP, an independent firm of professional property valuers which is regulated by the Royal Institution of Chartered Surveyors ('RICS'). The Valuation was conducted in accordance with RICS Valuation - Global Standards 2017, which incorporate the International Valuation Standards, and the RICS UK National Supplement effective from January 2021. References to the "Red Book" refer to either or both of these documents, as applicable.

Knight Frank employs an investment approach to derive the valuation of the properties. Income generated from a property is capitalised using market initial yields derived, where possible, from comparable market transactions. Knight Frank value on a property-by-property basis, using their expertise to assess individual assumptions including rents, occupancy, yields and facility management costs. The value of the investment property is affected by the conditions prevailing in the property investment market and the general economic environment. Accordingly, the Company's net asset value can change due to external factors beyond management's control.

As at 31 December 2022 the Company has capital commitments of £nil relating to cladding works to complete (2021: £nil).

LIBERTY LIVING (LH MANCHESTER) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****For the year ended 31 December 2022****9. INVESTMENTS****Investment in subsidiary**

	31 December 2022	31 December 2021
	£000	£000
Investment in subsidiary as at 31 December 2021	5,794	5,794
Revaluation	5	-
As at 31 December 2022	5,799	5,746

Details of the 100% directly owned subsidiary in which the Company holds ordinary shares is as follows:

Company Name	Country of incorporation	Principal activity
Liberty Heights (Manchester) Limited	England and Wales	Operating student accommodation

The registered office of the Company's subsidiary is South Quay, Temple Back, Bristol, BS1 6FL

10. AMOUNTS DUE FROM GROUP UNDERTAKINGS

	31 December 2022	31 December 2021
	£000	£000
Amounts due from group undertakings	10,166	5,967
	10,166	5,967

Amounts due from group undertakings are repayable on demand but are intended for use on a continuing basis.

11. CREDITORS

	31 December 2022	31 December 2021
	£000	£000
Other creditors	-	-
Amounts owed to group undertakings	10,794	1,759
Loans owed to group undertakings	-	8,230
Creditors: amounts due within one year	10,794	9,989
Amounts owed to group undertakings	19,852	19,852
Creditors: amounts due after more than one year	19,852	19,852

The amounts owed to group related undertakings are repayable on demand, interest free and unsecured.

LIBERTY LIVING (LH MANCHESTER) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****For the year ended 31 December 2022****CREDITORS (continued)**

On 28 November 2017 the Company received £28,082,000 from a related group undertaking in the form of three loans, summarised in the table below:

	Amount £000	Maturity
Loan A	8,230	03/11/2021
Loan B	9,897	28/11/2024
Loan C	9,955	28/11/2029
	28,082	

Prior to the acquisition of the Liberty Living Group by Unite, interest was charge on the three long term loans made by related group undertakings at varying rates. As part of the integration of the Liberty Living Group's policies and procedures to match that of the Unite Group, management have decided that no interest would be charged on these intercompany loans.

12. SHARE CAPITAL

Allotted, called up and fully paid

	31 December 2022	31 December 2021
	£	£
Ordinary £1 share	3	3

The Company has one class of ordinary share which carry no right to fixed income.

13. RESERVESCalled up share capital

Called up share capital reserves contains the nominal value of the shares issued.

Share premium

The share premium account includes the premium on issue of equity shares, net of any issue costs.

Profit and loss reserves

Profit and loss reserves represents cumulative profits and losses, net of distributions and other adjustments.

14. CONTROLLING PARTIES

The Company's immediate parent company is Liberty Living II Holdco Limited, a company incorporated and registered in England and Wales.

The company's ultimate parent undertaking is The Unite Group plc. The largest and smallest group in which the results of the company are consolidated is that headed by The Unite Group plc. The consolidated accounts of the this company are available to the public and can be obtained from the registered office, South Quay, Temple Back, Bristol, BS1 6FL.

LIBERTY LIVING (LH MANCHESTER) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****For the year ended 31 December 2022****15. OTHER FINANCIAL COMMITMENTS**

On 28 November 2017, Liberty Living Finance plc had issued two £300m bond tranches with maturities of seven and twelve years respectively. The Company, along with other Group related undertakings, has irrevocably and unconditionally, jointly and severally, guaranteed to meet the obligations of Liberty Living Finance plc with respect to the amounts borrowed in the event Liberty Living Finance plc fails to meet its obligations when they fall due.

The Company became guarantor of the £450m Unite Group plc Facilities Agreement in September 2022 and remains a guarantor of the Unite Bonds, and certain Unite subsidiaries remain as guarantors of the Liberty Living (HE) Holdings Group bonds. On 27 May 2022 the Company became a guarantor of a note purchase agreement issued by The Unite Group plc for £150m, maturing on 27 May 2031. This new borrowing helped refinance the repayment of bank facilities that Unite Group plc repaid in September 2022, facilities that had also been guaranteed by the Company.

16. OPERATING LEASES

The future minimum lease payments receivable under non-cancellable operating leases are as follows:

	31 December 2022	31 December 2021
	£000	£000
Within one year	5,864	4,707
Between two and five years	4,016	1,306
	<u>9,897</u>	<u>6,013</u>