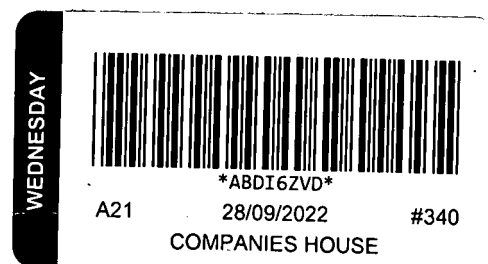


Registered in England and Wales: No. 07584928

**AVIVA INVESTORS GROUND RENT GP
LIMITED
ANNUAL REPORT AND FINANCIAL
STATEMENTS
31 DECEMBER 2021**



AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

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AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

DIRECTORS, OFFICERS AND OTHER INFORMATION

Directors	M Borello A M Coles
Company Secretary	Aviva Company Secretarial Services Limited St Helen's 1 Undershaft London EC3P 3DQ
Registered office	St Helen's 1 Undershaft London EC3P 3DQ
Company Number	Registered in England and Wales: No. 07584928
Independent Auditors	PricewaterhouseCoopers LLP 7 More London Riverside London SE1 2RT
Other Information	Aviva Investors Ground Rent GP Limited (the "Company") is a wholly owned subsidiary of Aviva Investors Real Estate Limited and is a member of the Aviva plc group of companies (the "Aviva Group").

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The Directors present their annual report and audited financial statements for the year ended 31 December 2021.

Directors

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were as follows:

C J Urwin (resigned 31 December 2021)
A M Coles
M Borello

Principal activities

The principal activity of the Company is to act as the General Partner of Aviva Investors REaLM Ground Rent Limited Partnership (the "Partnership") which is engaged in the business of property investment. The Company does not hold any capital investment in the Partnership but is entitled to a priority distribution of 0.01% of the net income available for distribution from the Partnership.

The Directors have reviewed the activities of the Company for the year and the position as at 31 December 2021 and consider them to be satisfactory.

Results

The loss for the financial year amounted to £14,051 (2020: £13,302).

Future developments

The Directors expect the level of activity to be maintained in the foreseeable future.

Going concern

At the balance sheet date the Company had net current liabilities and net liabilities of £97,522 (2020: £83,518). This is primarily comprised of £87,405 (2020: £89,550) owed to the Partnership with the remainder being accrued expenses relating to the current year. The directors have received confirmation that the Partnership intends to support the company to enable it to meet its obligations as they fall due and it will not seek repayment of part or all of any intercompany debt, where to do so would place this company in an insolvent position.

Therefore, the directors have a reasonable expectation that the Company will have access to adequate resources to continue in operational existence for the foreseeable future and for this reason they have continued to adopt the going concern basis in preparing the financial statements.

Events after the reporting date

Events after the reporting period have been evaluated up to the date the audited financial statements were approved and authorised for issue by the members and there are no material events to be disclosed or adjusted for in these financial statements.

Employees

The Company has no employees (2020: Nil).

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

Disclosure of information to the Independent Auditors

Each person who was a Director of the Company on the date that this report was approved, confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Director has taken all the steps that ought to have been taken as a Director to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Independent Auditors

It is the intention of the Directors to reappoint the independent auditors, PricewaterhouseCoopers LLP, under the deemed appointment rules of Section 487 of the Companies Act 2006.

Qualifying indemnity provisions

The Directors have the benefit of an indemnity provision contained in the Company's Articles of Association, subject to the conditions set out in the Companies Act 2006. This is a 'qualifying third party indemnity' provision as defined in Section 234 of the Companies Act 2006.

Aviva plc, the Company's ultimate parent, granted, in 2004, an indemnity to the Directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 1985 (which continue to apply in relation to any provision made before 1 October 2007). This indemnity is a 'qualifying third party indemnity' for the purposes of Sections 309A to 309C of the Companies Act 1985. These qualifying third party indemnity provisions remain in force as at the date of approving the Directors' Report by virtue of paragraph 15, Schedule 3 of the Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007.

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

Risk and capital management policies

(a) Approach to risk and capital management

The Company operates within the governance structure and priority framework of the Aviva Group. The Aviva Group operates within its own governance structure and priority framework. It also has its own established governance framework, with clear terms of reference for the Board and the Aviva Executive Committee and a clear organisation structure, with documented delegated authorities and responsibilities (largely through role profiles). The Aviva Group has an Audit Committee, which includes shareholder representatives.

(b) Management of financial and non-financial risks

The Company's exposure to different types of risk is limited by the nature of its business as follows:

COVID-19

On 30 January 2020, the World Health Organisation ('WHO') declared the coronavirus (COVID-19) a public health emergency, shortly followed by declaring a Global Pandemic on 11 March 2020. This had an unprecedented impact on economies and markets globally. On 22 February 2022 the United Kingdom government lifted all remaining COVID-19 restrictions. The Directors will continue to monitor the COVID-19 situation closely and act accordingly to protect the interests of investors.

Ukraine Russia conflict

Following the escalation of the conflict between Ukraine and Russia in February 2022 and the related economic sanctions imposed by various governments, the Directors are actively monitoring the situation and will assess any impact as it is deemed to arise. The Directors recognise that the overall impact of the conflict may not yet be apparent and does not underestimate the inevitable effect it will have on global financial markets, including any potential adverse impact on the Company and its investment. As at the date of approval of these financial statements, based on its assessment of the current situation and information available, the Directors do not envisage that this will have a material impact on the Company.

Operational risk

Operational risk arises as a result of inadequate or failed internal processes, people or systems, or from external events. Details of the Aviva Group's approach to operational risk are set out in the Aviva Group's Risk Management Framework ("RMF") and in the financial statements of Aviva Investors UK Fund Services Limited, which manages and administers the Company's activities.

Liquidity risk

Liquidity risk is managed by ensuring that there is always sufficient headroom available to meet the working capital requirements of the business. The ongoing costs of the Company are settled by the Partnership.

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

Statement of Directors' responsibilities in respect of the financial statements

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102"), and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the audited 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.

The Directors 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.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption in section 415A of the Companies Act 2006. A strategic report has not been included in these audited financial statements as the Company qualifies for exemption as a small entity under Section 414B of the Companies Act 2006 relating to small entities.

On behalf of the Board:

DocuSigned by:

73417D26DAE24A3...
A M Coles
Director

Date: 23 September 2022

AVIVA INVESTORS GROUND RENT GP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AVIVA INVESTORS GROUND RENT GP LIMITED FOR THE YEAR ENDED 31 DECEMBER 2021

Report on the audit of the financial statements

Opinion

In our opinion, Aviva Investors Ground Rent GP Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2021; the Statement of Comprehensive Income and Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based

AVIVA INVESTORS GROUND RENT GP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AVIVA INVESTORS GROUND RENT GP LIMITED (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

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

Auditors' 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 auditors' 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.

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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journals to revenue. Audit procedures performed by the engagement team included:

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Reviewing relevant Board meeting minutes;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations, entries posted containing unusual account descriptions, and entries posted with unusual amounts; and
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

AVIVA INVESTORS GROUND RENT GP LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AVIVA INVESTORS GROUND RENT GP LIMITED (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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 auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Victoria Music (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
23 September 2022

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021**

		1 Jan 2021 to 31 Dec 2021 £	1 Jan 2020 to 31 Dec 2020 £
	Note		
Turnover		1,550	1,595
Administrative expenses	5	(15,601)	(14,897)
Loss before taxation		(14,051)	(13,302)
Tax on loss	6	-	-
Loss for the financial year and total comprehensive expense for the financial year		(14,051)	(13,302)

All amounts reported in the Statement of Comprehensive Income for the years ended 31 December 2021 and 31 December 2020 relate to continuing operations.

The notes on pages 12 to 21 form an integral part of these financial statements.

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

**STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021**

	Note	31 Dec 2021 £	31 Dec 2020 £
Current assets			
Debtors: amounts falling due within one year	7	9,499	11,062
Current liabilities			
Creditors: amounts falling due within one year	8	(107,021)	(94,580)
Net current liabilities		(97,522)	(83,518)
Net liabilities		(97,522)	(83,518)
Capital and reserves			
Called up share capital	9	1	1
Profit and loss account		(97,523)	(83,519)
Total Shareholders' deficit		(97,522)	(83,518)

The financial statements on pages 9 to 21 were approved by the Board of Directors on ²³ September 2022 and signed on its behalf by:

DocuSigned by:

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A M Coles
 Director

The notes on pages 12 to 21 form an integral part of these financial statements.

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021**

	Called up share capital	Profit and loss account	Total Shareholders' deficit
	£	£	£
Balance as at 1 January 2020	1	(70,217)	(70,216)
Loss for the financial year and total comprehensive expense for the financial year	-	(13,302)	(13,302)
Balance as at 31 December 2020 and 1 January 2021	1	(83,519)	(83,518)
Loss for the financial year and total comprehensive expense for the financial year	-	(14,051)	(14,051)
Distribution adjustment	-	47	47
Balance as at 31 December 2021	1	(97,523)	(97,522)

The notes on pages 12 to 21 form an integral part of these financial statements.

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. General information

Aviva Investors Ground Rent GP Limited (the "Company") acts as the General Partner of Aviva Investors REaLM Ground Rent Limited Partnership (the "Partnership") which is engaged in the business of property investment.

The Company is registered as a private company limited by its shares and its registered address is St Helen's, 1 Undershaft, London, EC3P 3DQ.

2. Statement of compliance

The individual financial statements of the Company have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

3.1 Basis of preparation

The financial statements have been prepared under the historical cost convention and on a going concern basis.

These financial statements have been presented in Pound Sterling (£) as this is the Company's functional currency, being the primary economic environment in which it operates.

3.2 Going concern

At the balance sheet date the Company had net current liabilities and net liabilities of £97,522 (2020: £83,518). This is primarily comprised of £87,405 (2020: £89,550) owed to the Partnership with the remainder being accrued expenses relating to the current year. The directors have received confirmation that the Partnership intends to support the company to enable it to meet its obligations as they fall due and it will not seek repayment of part or all of any intercompany debt, where to do so would place this company in an insolvent position.

Therefore, the directors have a reasonable expectation that the Company will have access to adequate resources to continue in operational existence for the foreseeable future and for this reason they have continued to adopt the going concern basis in preparing the financial statements.

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

3. Accounting policies (continued)

3.3 Consolidation exemption

The Company acts as the General Partner to the Partnership. The Company therefore exercises a dominant influence over the Partnership. The economic interest of the Company in the Partnership is small and restricted and is principally derived in the form of the General Partner share provided for under the terms of the Limited Partnership Agreement. As the Company's influence is fiduciary in nature, the Partnership is not treated as a subsidiary undertaking.

3.4 Strategic report and Directors' report

A strategic report has not been included in these audited financial statements as the Company qualifies for exemption as a small entity under Section 414B of the Companies Act 2006 relating to small entities. The Directors' report has been prepared with reduced disclosures in accordance with the provisions applicable to companies entitled to the small companies exemption in section 415A of the Companies Act 2006.

3.5 Use of estimates

The preparation of financial statements requires the Company to make estimates and assumptions that affect items reported in the Statement of Financial Position and Statement of Comprehensive Income and the disclosure of contingent assets and liabilities at the date of the financial statements. Although these estimates are based on management's best knowledge of current facts, circumstances and, to some extent, future events and actions, actual results ultimately may differ from those estimates, possibly significantly.

3.6 Turnover

Turnover, which excludes value added tax, represents income receivable from the Partnership, recognised on an accruals basis.

3.7 Cash flow statement

The Company has taken advantage of the exemption from preparing a statement of cash flows, on the basis that it is a qualifying entity under FRS 102 and the Company's cash flows are included in the consolidated statement of cash flows of Aviva plc. The Company intends to continue availing of the above exemption in future periods.

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

3. Accounting policies (continued)

3.8 Taxation

The current tax expense is based on the taxable profits for the year, after any adjustments in respect of prior years. Tax, including tax relief for losses if applicable, is allocated over profits before taxation and amounts charged or credited to reserves as appropriate.

Provision is made for deferred tax liabilities, or credit taken for deferred tax asset, using the liability method, on all material temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

The principal temporary differences arise from the creation of current year tax losses. The rates enacted or substantively enacted at the Statement of Financial Position date are used to determine the deferred tax.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax is provided on temporary differences arising from investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future.

Deferred tax is not provided on revaluations of investments in subsidiaries as under current tax legislation no tax will arise on their disposal.

3.9 Provisions and contingent liabilities

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Where the Company expects a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is more probable than not.

Contingent liabilities are disclosed either if there is a possible obligation to transfer economic benefits, or if a present obligation exists where it is not probable that a transfer of economic benefits will be required to settle the obligation or a sufficiently reliable estimate of the amount of the obligation cannot be made.

There were no contingent liabilities or commitments at the Statement of Financial Position date (2020: £Nil).

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

3. Accounting policies (continued)

3.10 Financial instruments

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

Basic financial assets, including other receivables, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised costs using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Statement of Comprehensive Income.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the Statement of Comprehensive Income.

Financial assets that are classified as receivable within one year are measured at the undiscounted amount of the cash or other consideration expected to be received, net of impairment.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Basic financial liabilities are initially measured at transaction price (including transaction costs), except for those financial liabilities classified as at fair value through the Statement of Comprehensive Income, which are initially measured at fair value (which is normally the transaction price excluding transaction costs).

Commitments to make payments which meet the conditions above are measured at cost (which may be nil) less impairment.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****3. Accounting policies (continued)****3.10 Financial instruments (continued)****(iii) Offsetting**

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

4. Critical accounting judgements and key sources of estimation uncertainty

The preparation of the Company's financial statements requires the Directors to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the reporting date. The estimates and associated assumptions are based on historical experience, expectations of future events and other factors that are considered to be relevant. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the assets or liabilities affected.

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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Directors confirm that no critical accounting judgements and estimates have been made in relation to the 31 December 2021 financial statements.

5. Administrative expenses

	1 Jan 2021 to 31 Dec 2021 £	1 Jan 2020 to 31 Dec 2020 £
Fees payable to the auditors for the audit of the Company's financial statements*	4,585	4,400
Administration fees	10,000	10,000
Tax advisory fees	1,016	497
	<u>15,601</u>	<u>14,897</u>

*During the year no non-audit fees were paid to statutory auditors (2020: £Nil).

The Directors received no emoluments from the Company for services to the Company for the financial year (2020: £Nil).

The Company had no employees during the financial year (2020: Nil).

AVIVA INVESTORS GROUND RENT GP LIMITED

Registered in England and Wales: No. 07584928

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****6. Tax on loss**

	1 Jan 2021 to 31 Dec 2021 £	1 Jan 2020 to 31 Dec 2020 £
--	--------------------------------------	--------------------------------------

Analysis of tax charge in the year

UK corporation tax charge on loss for the year

- -

Tax on loss

- -

(a) Tax reconciliation

The tax on the Company's loss before taxation is higher than (2020: higher than) the theoretical amount that would arise using the tax rate in the United Kingdom as follows:

	1 Jan 2021 to 31 Dec 2021 £	1 Jan 2020 to 31 Dec 2020 £
Loss before taxation	(14,051)	(13,302)
Loss before taxation multiplied by standard rate of corporation tax in the UK of 19.00% (2020: 19.00%)	(2,670)	(2,527)
Adjustments to tax charge in respect of prior periods - deferred tax	(5,898)	(17)
Deferred tax assets not recognised	8,439	2,531
Non-taxable distribution from Limited Partnership	(294)	(304)
Taxable allocation from Limited Partnership	423	317
Total tax charge for the year	-	-

(b) Deferred tax

At 31 December the Company has the following unrecognised deferred tax assets to carry forward indefinitely against future taxable income:

	31 Dec 2021 £	31 Dec 2020 £
Unutilised management expenses	13,374	13,229
Deferred tax rate	25%	19%
Deferred tax asset not recognised	3,344	2,514

AVIVA INVESTORS GROUND RENT GP LIMITED

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**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****6. Tax on loss (continued)****(b) Deferred tax (continued)**

The total outstanding amount of unrecognised deferred tax asset was as follows:

	31 Dec 2021 £	31 Dec 2020 £
Opening balance of unrecognised deferred tax assets	16,137	12,173
Deferred tax losses for the year	3,344	2,514
Adjustments to deferred tax in respect to prior periods	-	17
Effect of change of tax rate on opening balances	5,096	1,433
Balance as at 31 December	24,577	16,137

During 2021 the UK Government enacted an increase in the UK corporation tax rate to 25%, from 1 April 2023.

During 2020 the reduction in the UK corporation tax rate that was due to take effect was cancelled, and as a result, the rate remained at 19%.

As the Company has no deferred tax assets or liabilities at the year end, there is no impact on the Company's net assets as a consequence of the amendments in the tax rates.

The Company has unrecognised temporary differences of £24,577 (2020: £16,137) to carry forward against future taxable income. This comprises £24,577 in relation to excess management expenses.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

7. Debtors: amounts falling due within one year

	31 Dec 2021 £	31 Dec 2020 £
Amounts owed by Group undertakings	1	1
Amounts owed by Partnership	9,498	11,061
	9,499	11,062

Amounts owed by the Partnership and Group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

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**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****8. Creditors: amounts falling due within one year**

	31 Dec 2021 £	31 Dec 2020 £
Amounts owed to Partnership	87,405	89,550
Accruals	19,616	5,030
	<u>107,021</u>	<u>94,580</u>

Amounts owed to the Partnership are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

9. Called up share capital

	31 Dec 2021 £	31 Dec 2020 £
Allotted, called up and unpaid share capital of the Company: 1 (2020:1) - ordinary share of £1 each	<u>1</u>	<u>1</u>

10. Contingent liabilities and capital commitments

There were no contingent liabilities or commitments at the Statement of Financial Position date (2020: £Nil).

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**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****11. Related party transactions**

	2021 Income earned / (expenses incurred) in the year £	2021 Receivable / (payable) at year end £	(As restated) 2020 Income earned / (expenses incurred) in the year £	2020 Receivable / (payable) at year end £
Aviva Investors REaLM Ground Rent Limited Partnership - priority distribution	1,550	9,498	1,595	7,900
Aviva Investors REaLM Ground Rent Limited Partnership - recovered VAT	-	-	-	3,161
Aviva Investors REaLM Ground Rent Limited Partnership - administrative fees	(1,015)	(87,405)	(10,087)	(89,550)
Aviva Investors Real Estate Limited - share capital	-	1	-	1
	535	(77,906)	(8,492)	(78,488)

The Company is entitled to a priority distribution of 0.01% (2020: 0.01%) of the Net Income available for distribution from the Partnership.

During the year distribution income amounting to £1,550 (2020: £1,595) was receivable from the Partnership, £9,498 (2020: £7,900) remained outstanding at the year end.

Included within the £87,405 (2020: £89,550) amounts owed to the Partnership, £1,015 (2020: £10,087) relate to expenses incurred in the year by the Company that were paid for by the Partnership on behalf of the Company. At the Statement of Financial Position date, £14,587 (2020: £5,030) amounts remain payable.

The Directors received no emoluments for services to the Partnership for the financial year.

Restatement of related party transactions note disclosure:

To appropriately reflect the amounts owed to the Partnership in the footnote of this note in the current financial statements, the prior period balance has been restated from £94,580, to reflect the correct amount owed to the Partnership, to £89,550 an adjustment of £5,030.

This restatement is to correct amount owed to the Partnership and only impacts the disclosure in the related party transactions note. There is no impact to the statement of financial position, statement of changes in equity and statement of comprehensive income for the year ended 31 December 2021.

To appropriately reflect the amounts owed to the Partnership for the administrative expenses paid for on behalf of the Company in this note, the prior period balance of Aviva Investors REaLM Ground Rent Limited Partnership - administrative fees has been restated from £14,897, to reflect the correct amount owed to the Partnership for the administrative expenses, to £10,087 an adjustment of £4,810.

AVIVA INVESTORS GROUND RENT GP LIMITED

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**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021****11. Related party transactions (continued)****Restatement of related party transactions note disclosure: (continued)**

This restatement is to correct the amounts owed to the Partnership for the administrative expenses paid for on behalf of the Company and only impacts the disclosure in the related party transactions note. There is no impact to the Statement of Financial Position, Statement of Changes in Equity and Statement of Comprehensive Income for the year ended 31 December 2021.

12. Financial instruments

The carrying value of the Company's financial assets and liabilities are summarised by category below:

	31 Dec 2021 £	31 Dec 2020 £
Financial assets measured at undiscounted amount:		
Debtors: amounts falling due within one year (Note 7)	9,499	11,062
	<u>9,499</u>	<u>11,062</u>
	31 Dec 2021 £	31 Dec 2020 £
Financial liabilities measured at undiscounted amount:		
Creditors: amounts falling due within one year (see Note 8)	(107,021)	(94,580)
	<u>(107,021)</u>	<u>(94,580)</u>

13. Immediate parent and ultimate controlling party

The Company is owned by Aviva Investors Real Estate Limited.

Aviva Investors Real Estate Limited is a wholly owned subsidiary of Aviva Investors Holdings Limited, whose ultimate controlling entity is Aviva plc.

Aviva plc is the parent undertaking of both the largest and the smallest group of undertakings to consolidate the financial statements at 31 December 2021. The consolidated financial statements of Aviva plc are available on the application to the Group Company Secretary, Aviva plc, St Helen's, 1 Undershaft, London, EC3P 3DQ.

14. Events after the reporting financial year

Events after the reporting period have been evaluated up to the date the audited financial statements were approved and authorised for issue by the members and there are no material events to be disclosed or adjusted for in these financial statements.