

Company Registration No. 08336260

LondonMetric Saturn Limited

Unaudited Financial Statements

For the year ended 31 March 2020



LondonMetric Saturn Limited

Unaudited financial statements for the year ended 31 March 2020

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LondonMetric Saturn Limited

Unaudited Financial statements for the year ended 31 March 2020

Company information

Directors

Martin McGann
Andrew Jones
Valentine Beresford
Mark Stirling

Company Secretary

Jadzia Duzniak

Registered Office

1 Curzon Street
London
W1J 5HB

LondonMetric Saturn Limited

Directors' report

The directors present their report with the unaudited financial statements for the year ended 31 March 2020. The Company qualifies as a small company under section 382 of the Companies Act 2006 and accordingly has not produced a Strategic Report. **This directors' report has been prepared in accordance with the provisions applicable to small companies entitled to the small companies exemption.**

Business review and principal activities

The principal activity of the Company is property investment. The directors do not anticipate any significant change in the principal activity in the foreseeable future.

The Company holds the following investment properties:

- Spenshill, Ipswich
- **St Margaret's Retail Park, Leicester**
- Dunstable Retail Park, Luton
- Units at Cannon Lane, Tonbridge
- Burlington Retail Park, New Maldon

The Company is a guarantor under a £75 million credit facility, £518.75 million of revolving credit facilities and £280 million of private placements entered into by its parent company.

The accounts have been prepared on a going concern basis. The Company is in a net asset position but has net current liabilities. The Company's parent, LondonMetric Property Plc, has confirmed its continuing financial support by way of an intercompany loan to be provided as and when required and therefore the directors consider the Company is in a position to meet its liabilities as they fall due for the foreseeable future.

The Company is a wholly owned subsidiary of LondonMetric Property Plc.

Results and dividends

The results for the Company show a pre-tax loss of £7,549,638 (2018/19: loss £2,312,526). Dividends of £3,976,462 (2018/19: £18,722,608) were paid during the year. The Company has net assets of £52,151,888 (2018/19: £63,677,988) and amounts owing to group companies of £49,842,174 (2018/19: £48,233,402).

Directors

The present directors of the Company all of whom served throughout the year and subsequently, unless otherwise stated, are as shown on page 1.

None of the directors has a service agreement with the Company and they are not entitled to any compensation on termination of appointment or sale of the Company by the LondonMetric Property Plc group ("the Group").

The Group has arranged insurance cover in respect of legal action against its directors, which include the directors of the Company.

Audit exemption taken for the year ended 31 March 2020

The Company is exempt from the requirements of the Companies Act 2006 relating to the audit of individual accounts by virtue of Section 479A of the Act, as disclosed on pages 179 to 180 of LondonMetric Property Plc Annual Report and Accounts 2020. The ultimate holding company and controlling party is LondonMetric Property Plc.

On behalf of the Board



Martin McGann

Director

20 July 2020

LondonMetric Saturn Limited

Directors' responsibilities statement

The directors are responsible for preparing 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 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss 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.

LondonMetric Saturn Limited

Profit and loss account Year ended 31 March 2020

	Notes	Year ended 31 March 2020 £	Year ended 31 March 2019 £
Gross rental income		6,477,653	7,234,048
Property operating expenses		(808,223)	(1,081,578)
Net rental income		5,669,430	6,152,470
Administration expenses	2	-	(4,566)
Deficit arising on valuation of investment property	6	(11,840,426)	(6,656,796)
Profit/(loss) on sale of investment property		53,720	(411,096)
Operating loss		(6,117,276)	(919,988)
Finance income	3	517	31
Finance costs	4	(1,432,879)	(1,392,569)
Loss before tax		(7,549,638)	(2,312,526)
Tax	5	-	-
Loss after tax		(7,549,638)	(2,312,526)

All activities during the current and prior year are derived from continuing operations.

There are no other items of comprehensive income or expense in the current or prior year and therefore no statement of comprehensive income is shown.

The notes on pages 7 to 14 form part of these financial statements

LondonMetric Saturn Limited

Balance sheet As at 31 March 2020

	Notes	31 March 2020 £	31 March 2019 £
Non-current assets			
Investment property	6	102,700,000	113,275,000
Total non-current assets		102,700,000	113,275,000
Current assets			
Trade and other receivables	7	430,734	21,280
Total current assets		430,734	21,280
Total assets		103,130,734	113,296,280
Current liabilities			
Trade and other payables	8	(1,136,672)	(1,384,890)
Total current liabilities		(1,136,672)	(1,384,890)
Total assets less current liabilities		101,994,062	111,911,390
Non-current liabilities			
Amounts owing to Group undertakings	9	(49,842,174)	(48,233,402)
Total liabilities		(50,978,846)	(49,618,292)
Net assets		52,151,888	63,677,988
Equity			
Share capital	10	47,763,430	47,763,430
Retained earnings		4,388,458	15,914,558
Total equity		52,151,888	63,677,988

For the financial year ending 31 March 2020 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006; and

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

The financial statements of LondonMetric Saturn Limited (registered number 08336260) were approved by the Board of Directors and authorised for issue on 20 July 2020 and signed on its behalf by:

Martin McGann

Martin McGann
Director

The notes on pages 7 to 14 form part of these financial statements

LondonMetric Saturn Limited

Statement of changes in equity Year ended 31 March 2020

	Share capital £	Retained earnings £	Total equity £
At 1 April 2019	47,763,430	15,914,558	63,677,988
Loss for the year	-	(7,549,638)	(7,549,638)
Dividends paid	-	(3,976,462)	(3,976,462)
At 31 March 2020	47,763,430	4,388,458	52,151,888

Year ended 31 March 2019

	Share capital £	Retained earnings £	Total equity £
At 1 April 2018	56,382,130	28,330,992	84,713,122
Shares redeemed at par	(8,618,700)	8,618,700	-
Loss for the year	-	(2,312,526)	(2,312,526)
Dividends paid	-	(18,722,608)	(18,722,608)
At 31 March 2019	47,763,430	15,914,558	63,677,988

The notes on pages 7 to 14 form part of these financial statements

LondonMetric Saturn Limited

Notes to the financial statements Year ended 31 March 2020

1. Significant accounting policies

a) General information

LondonMetric Saturn Limited is a private limited company incorporated in England under the Companies Act. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the business review on page 2.

b) Statement of compliance

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. The financial statements have been prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a cash-flow statement, financial instruments, standards not yet effective, impairment of assets and related party transactions.

Where relevant, equivalent disclosures have been given in the group accounts of LondonMetric Property Plc. The group accounts of LondonMetric Property Plc are available to the public and can be obtained as set out in note 12.

c) Going concern

The financial statements have been prepared on a going concern basis. This is discussed further in the Directors' report on page 2.

d) Basis of preparation

The functional and presentational currency of the Company is sterling. The financial statements are prepared on the historical cost basis except that investment properties are stated at fair value.

The accounting policies have been applied consistently in all material respects except for the adoption of new and revised standards as noted below.

i) Significant accounting estimates and judgements

The preparation of financial statements in conformity with FRS101 requires directors to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period. If the revision affects both current and future periods, the change is recognised over those periods.

The accounting policies subject to significant judgements and estimates are as follows:

Significant areas of estimation uncertainty

Property valuations

The valuation of investment properties is a critical part of the Company's performance. The Company carries investment properties at fair value in the balance sheet and engages professionally qualified external valuers to undertake six monthly valuations.

LondonMetric Saturn Limited

Notes to the financial statements (continued) **Year ended 31 March 2020**

1. Significant accounting policies (continued)

The determination of the fair value of each property requires, to the extent applicable, the use of estimates and assumptions in relation to factors such as future lease income, lease incentives, current market rental yields, future development costs and the appropriate discount rate. In addition, to the extent possible, the valuers make reference to market evidence of transaction prices for similar properties.

The fair value of a development property is determined by using the 'residual method', which deducts all estimated costs necessary to complete the development, together with an allowance for development risk, profit and purchasers' costs, from the fair valuation of the completed property.

The COVID-19 pandemic has led to a heightened degree of uncertainty surrounding the year end valuations and the valuers have included a material uncertainty clause in their valuation report which is in line with the Royal Institution of Chartered Surveyors guidance.

ii) Adoption of new and revised standards

Standards and interpretations effective in the current period

During the year, the Company's accounting policies were amended following the adoption of IFRS 16 as discussed further below.

IFRS 16 Leases

IFRS 16 was issued in January 2016 and became effective for the Company from 1 April 2019. It has been adopted retrospectively in accordance with the transition provisions of the standard, with the cumulative effect of initially applying the new standard recognised on 1 April 2019. Comparatives have not been restated.

The standard requires lessees to recognise assets (the right to use the leased item) and liabilities (a financial liability to pay rentals) on the balance sheet for most leases. The accounting for lessors under IFRS 16 is substantially unchanged from its predecessor, IAS 17.

The Company holds no operating leases and therefore there has been no financial impact of the new standard on the Company.

e) Property portfolio

i) Investment properties

Investment properties are properties owned or leased by the Company which are held for long term rental income and for capital appreciation. Investment property may include property that is being constructed, developed or redeveloped for future use as an investment property. Investment property is initially recognised at cost, including related transaction costs. It is subsequently carried at each published balance sheet date at fair value on an open market basis as determined by professionally qualified independent external valuers. Changes in fair value are included in the profit and loss account. Where a property held for investment is appropriated to development property, it is transferred at fair value. A property ceases to be treated as a development property on practical completion.

In accordance with IAS 40 Investment Properties, no depreciation is provided in respect of investment properties.

Investment property is recognised as an asset when:

- it is probable that the future economic benefits that are associated with the investment property will flow to the Company; and
- the cost of the investment property can be measured reliably.

LondonMetric Saturn Limited

Notes to the financial statements (continued) **Year ended 31 March 2020**

1. Significant accounting policies (continued)

All costs directly associated with the purchase and construction of a development property are capitalised. Capital expenditure that is directly attributable to the redevelopment or refurbishment of investment property, up to the point of it being completed for its intended use, is included in the carrying value of the property.

ii) Assets held for sale

An asset is classified as held for sale if its carrying amount is expected to be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable, the asset is available for sale in its present condition and management expect the sale to complete within one year from the balance sheet date.

iii) Tenant leases

The directors have exercised judgement in considering the potential transfer of the risks and rewards of ownership in accordance with IAS 17 for all properties leased to tenants and has determined that such leases are operating leases.

iv) Net rental income

Rental income from investment property leased out under an operating lease is recognised in the profit or loss on a straight line basis over the lease term.

Contingent rents, such as turnover rents, rent reviews and indexation, are recorded as income in the periods in which they are earned. Rent reviews are recognised when such reviews have been agreed with tenants.

Surrender premiums receivable are recognised on completion of the surrender.

Where a rent free period is included in a lease, the rental income foregone is allocated evenly over the period from the date of lease commencement to the earlier of the first break option or the lease termination date. Lease incentives and costs associated with entering into tenant leases are amortised over the period from the date of lease commencement to the earlier of the first break option or the lease termination date.

Property operating expenses are expensed as incurred and any property operating expenditure not recovered from tenants through service charges is charged to the profit and loss account.

The Company has applied IFRS 15, Revenue from contracts with customers, from 1 April 2018. The main impact of adopting IFRS 15 has been to recognise property transactions at the point of completion, which is the point at which control of the property passes, rather than on unconditional exchange of contracts, which was the point at which significant risks and rewards were transferred. The cumulative effect of adopting IFRS 15 at the date of initial application was nil.

v) Profit and loss on sale of investment properties

Profits and losses on sales of investment properties are calculated by reference to the carrying value at the previous year end valuation date, adjusted for subsequent capital expenditure.

f) Financial assets and financial liabilities

Financial assets and financial liabilities are recognised in the balance sheet when the Company becomes a party to the contractual terms of the instrument.

LondonMetric Saturn Limited

Notes to the financial statements (continued) **Year ended 31 March 2020**

1. Significant accounting policies (continued)

Financial instruments under IFRS 9

Trade and other receivables and payables

Trade receivables are recognised and carried at amortised cost as the Company's business model is to collect the contractual cash flows due from tenants. An impairment provision is created based on the expected credit loss model which reflects the Company's historical incurred credit losses and the lifetime expected credit loss.

g) Finance costs and income

Net finance costs include interest payable on borrowings, net of interest capitalised and finance costs amortised.

Interest is capitalised if it is directly attributable to the acquisition, construction or redevelopment of development properties from the start of the development work until practical completion of the property. Capitalised interest is calculated with reference to the actual interest rate payable on specific borrowings for the purposes of development or, for that part of the borrowings financed out of general funds, with reference to the parent Group's weighted average cost of borrowings.

Finance income includes interest receivable on funds invested at the effective rate and notional interest receivable on forward funded developments at the contractual rate.

h) Tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, together with any adjustment in respect of previous years to the extent applicable.

i) Dividends

Dividends on equity shares are recognised when they become legally payable.

2. Administration expenses

Employees

There were no employees directly employed by the Company during the current or prior year.

Audit fees

There are no audit fees payable for the current year. The auditor's remuneration for the prior year was borne by the ultimate parent company and the fees attributable to the audit were £1,925. No non-audit fees were payable by the Company to BDO LLP and its associates in the prior year.

Directors' remuneration

The directors received no remuneration in respect of their services to the Company during the current and prior year. All of the directors were also directors of LondonMetric Property Plc, the Company's ultimate holding company, for all or part of the current and prior year and their remuneration as directors is disclosed in the financial statements of that company.

LondonMetric Saturn Limited

Notes to the financial statements (continued) Year ended 31 March 2020

3. Finance income

	Year ended 31 March 2020 £	Year ended 31 March 2019 £
Bank interest received	19	31
Other interest receivable	498	-
	<u>517</u>	<u>31</u>

4. Finance costs

	Year ended 31 March 2020 £	Year ended 31 March 2019 £
Interest payable on intercompany loan balance	1,444,502	1,419,495
Interest capitalised	(11,623)	(26,926)
	<u>1,432,879</u>	<u>1,392,569</u>

5. Tax

	Year ended 31 March 2020 £	Year ended 31 March 2019 £
Current tax		
Current tax on loss for the year	-	-
Total tax on ordinary activities	<u>-</u>	<u>-</u>

Factors affecting tax for the year

The tax charge differs from the standard rate of corporation tax in the UK. The differences are explained below:

	Year ended 31 March 2020 £	Year ended 31 March 2019 £
Loss on ordinary activities before tax	<u>(7,549,638)</u>	<u>(2,312,526)</u>
Tax on loss on ordinary activities at the standard rate of corporation tax in the UK of 19% (2018/19: 19%)	(1,434,431)	(439,380)
Effects of: REIT tax exemption	<u>1,434,431</u>	<u>439,380</u>
Total tax on ordinary activities	<u>-</u>	<u>-</u>

LondonMetric Saturn Limited

Notes to the financial statements (continued) Year ended 31 March 2020

5. Tax (continued)

Factors that may affect future tax charges

The Company is a member of a REIT group, as part of the LondonMetric Property Plc group. As a result, no UK corporation tax should be due on future income or capital gains in respect of investment properties within the REIT group.

6. Investment property

Investment property consists of land and buildings held for rental income and capital growth, and land and properties held for or in the course of redevelopment. All investment property is freehold.

	31 March 2020 £	31 March 2019 £
At 1 April	113,275,000	138,385,000
Additions	430,160	2,823,402
Disposals	53,720	(19,919,755)
Revaluation deficit	(11,840,426)	(6,656,796)
Tenant lease incentives, letting fees and accrued rental income	101,918,454 781,546	114,631,851 (1,356,851)
At 31 March	102,700,000	113,275,000
Property held at valuation		
- cost	99,243,477	97,978,051
- valuation gain	3,456,523	15,296,949
At 31 March	102,700,000	113,275,000

Valuation

At 31 March 2020, the Company's freehold investment properties were externally valued by the Royal Institution of Chartered Surveyors (RICS) Registered Valuers of CBRE Limited ("CBRE") Chartered Surveyors, at £102,700,000 (31 March 2019: £113,275,000).

The valuation was prepared in accordance with the RICS Valuation – Professional Standards 2014 on the basis of fair value. Fair value represents the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. There has been no change in the valuation technique in the year. The total fees earned by CBRE from the Company represent less than 5% of their total UK revenues. The valuer has continuously been the signatory of valuations for the Company since March 2013 and has therefore carried out valuation and professional services on behalf of the Company for more than five years.

The COVID-19 pandemic has led to a heightened degree of uncertainty surrounding the year end valuations and CBRE have included a material uncertainty clause in their valuation report which is in line with the RICS guidance.

No capital commitments have been entered into which have not been provided for in the financial statements (31 March 2019: £268,124).

LondonMetric Saturn Limited

Notes to the financial statements (continued) Year ended 31 March 2020

7. Trade and other receivables

	31 March 2020 £	31 March 2019 £
Amounts due from tenants	397,313	-
Other debtors	33,421	21,280
	<u>430,734</u>	<u>21,280</u>

All amounts fall due for payment in less than one year.

Trade receivables comprise rental income which is due on contractual quarter days with no credit period.

8. Trade and other payables

	31 March 2020 £	31 March 2019 £
Rents invoiced in advance	648,015	814,455
VAT payable	187,780	187,073
Trade creditors and other accruals	300,877	383,362
	<u>1,136,672</u>	<u>1,384,890</u>

Trade payables are interest free and have settlement dates within one year. The directors consider that the carrying amount of trade and other payables approximates their fair value.

9. Amounts owing to Group undertakings

Intercompany loans have no fixed repayment terms and are interest bearing at the LondonMetric Property Plc group's weighted average cost of debt. LondonMetric Property Plc has agreed that it will not demand repayment of the intercompany loan balance within the next twelve months.

10. Share capital

	31 March 2020 £	31 March 2019 £
Allotted, called up and fully paid		
Ordinary shares of £1 each	<u>47,763,430</u>	<u>47,763,430</u>

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

In the prior year, 8,618,700 £1 ordinary shares were redeemed at par on 5 February 2019.

A dividend of 3,976,462 (8.32 pence per share), was paid on 18 December 2019.

In the prior year a dividend of 18,722,608 (39.20 pence per share), was paid on 5 February 2019.

LondonMetric Saturn Limited

Notes to the financial statements (continued) Year ended 31 March 2020

11. Operating leases

The Company as lessor

The future aggregate minimum rentals receivable under non-cancellable operating leases are as follows:

	31 March 2020 £	31 March 2019 £
Less than one year	6,809,059	6,884,291
Between one and five years	27,409,964	24,532,798
Greater than five years	35,569,403	25,750,785
	<u>69,788,426</u>	<u>57,167,874</u>

12. Controlling party information

The immediate and ultimate parent company is LondonMetric Property Plc. Copies of the consolidated accounts of LondonMetric Property Plc can be obtained from its registered office at 1 Curzon Street, London W1J 5HB and its website www.londonmetric.com.