Company Registration No: 08447905

FAIRTHATCH GR LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

FAIRTHATCH GR LIMITED

COMPANY INFORMATION

Directors	W K Procter C C McGill P Hallam M D Watson
Company secretary	D T Lau
Registered number	08447905
Registered office	Berkeley House 304 Regents Park Road London N3 2JX
Independent auditors	RSM UK Audit LLP Chartered Accountants 3rd Floor One London Square Cross Lanes Guildford Surrey GU1 1UN

FAIRTHATCH GR LIMITED

CONTENTS

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their report and the financial statements for the year ended 31 December 2021.

Principal activity

The principal activity of the company during the year was that of property investment.

Results and dividends

The loss for the year, after taxation, amounted to £75,026,628 *(2020 - profit £46,378,362).*

The statement of comprehensive income is set out on page 8 and shows the results of the year. The directors do not recommend the payment of a dividend for the current year and no dividend was paid in the prior year.

Investment properties

The investment properties have been valued at £125,500,000 (2020: £211,351,493). The resultant fair value loss in the year amounted to £85,851,493 (2020 gain: £58,433,553). Details of the investment properties are set out in note 9.

Public pledge for leaseholders

In June 2019 a number of residential real estate developers and freeholders, of which the company was a party, signed a government-backed public pledge in relation to leaseholders. This pledge is a crucial step towards positive change in the residential leasehold market and reflects our commitment to promoting good practice. The company's appointed agent, Estates & Management Limited, a company related by virtue of common control and directors, also signed this pledge.

The pledge sets out a number of principles which will assist existing and future leaseholders in ensuring the leasehold system is as fair and transparent as possible. It also includes undertakings to work with other freeholders and stakeholders to develop a comprehensive Code of Practice which establishes the responsibilities of freeholders and enshrines the highest standards for the management and maintenance of properties.

Business review and future developments

The directors are satisfied with the financial position of the company at the year end.

The directors do not expect there to be significant future developments which could adversely impact the business however notice should be taken of the potential legislative changes disclosed in the critical accounting estimates and assumptions section of Note 2.9.

Directors

The directors who served during the year were:

W K Procter
C C McGill
P Hallam
M D Watson (appointed 22 February 2021)

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

Statement as to disclosure of information to auditor

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

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

Insurance of company officers

The company has maintained insurance throughout the year for its directors and officers against the consequences of actions which may be brought against them in relation to their duties for the company.

Auditor

The auditors, RSM UK Audit LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

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

DocuSigned by:
97DB064D6A94426...

P Hallam
Director

Date: 27 September 2022

DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2021

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- 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 to 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FAIRTHATCH GR LIMITED

Opinion

We have audited the financial statements of Fairthatch GR Limited (the 'Company') for the year ended 31 December 2021, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. *The financial reporting framework that has been applied in their preparation is applicable law and* United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the 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; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter - Valuation of investment properties

We draw attention to the disclosures made in the accounting policies on page 14, and in notes 9 and 19 to the financial statements concerning the carrying values of the company's investment properties which are valued on an actuarial basis. The investment properties totalling £125.5m (2020: £211.4m) included in the financial statements at 31 December 2021 were valued by the directors, having regard to a 31 December 2019 valuation prepared by the actuaries, further analysis carried out by an independent firm of consultants as part of the review of investment properties as at 31 December 2021 and taking account of the outcome of action taken by the Competition and Markets Authority and legislation substantively enacted at 31 December 2021. As indicated in the notes, considerable volatility exists in these valuations. This is demonstrated by the decrease in valuation of £85.9m in the current year when compared to the directors' valuation at 31 December 2020, which in turn had increased by £58.4m when compared to the directors' valuation at 31 December 2019, and as set out in note 9 and note 19 where the impact of changes in the underlying assumptions are detailed. Additionally, as noted in the accounting policies, the directors also recognise, given the lack of a regular market for significant portfolios of such assets, that their carrying values would not be realised should the company seek to dispose of any or all of the investment properties. Our opinion is not modified in respect of this matter.

Emphasis of matter – contingent liabilities

We also draw attention to the disclosures in note 15, Contingent Liabilities, which details matters that could create additional liabilities in the future as a consequence of the Building Safety Act 2022. The ultimate outcome of these matters cannot presently be determined, and no provision for any liability that may result has been made in the financial statements. Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FAIRTHATCH GR LIMITED (CONTINUED)

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' Report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the company operates in and how the company is complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FAIRTHATCH GR LIMITED (CONTINUED)

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006, tax compliance regulations and property laws and regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, evaluating advice received from tax advisors and reviewing client information with respect to ongoing legal matters and reviewing and monitoring government releases regarding leasehold reforms. Potential changes to property laws and regulations and their impact on these financial statements are further discussed in the accounting policies on pages 16 and 17.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to any significant, unusual transactions and transactions entered into outside the normal course of business.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

Use of our report

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

RSM UK Audit LLP

Colin Roberts FCA (Senior Statutory Auditor)

for and on behalf of
RSM UK Audit LLP, Statutory Auditor

Chartered Accountants

3rd Floor
One London Square
Cross Lanes
Guildford
Surrey
GU1 1UN
Date:
27/09/22

FAIRTHATCH GR LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £	*2020* *£*
Turnover	3	**1,091,677**	*2,261,907*
Administrative expenses		**(88,896)**	*(159,020)*
Operating profit		**1,002,781**	*2,102,887*
Fair value (loss) / gain on investment property	9	**(85,851,493)**	*58,433,553*
Interest receivable and similar income	4	**536**	*-*
Interest payable and similar expenses	5	**(31,500)**	*(216,078)*
(Loss)/profit before tax	6	**(84,879,676)**	*60,320,362*
Tax on (loss)/profit	8	**9,853,048**	*(13,942,000)*
(Loss)/profit for the financial year		**(75,026,628)**	*46,378,362*

There was no other comprehensive income for 2021 (2020:£NIL).

The notes on pages 11 to 25 form part of these financial statements.

FAIRTHATCH GR LIMITED
REGISTERED NUMBER: 08447905

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

	Note		2021 £		2020 £
Fixed assets					
Investment property	9		**125,500,000**		*211,351,493*
Current assets					
Debtors: amounts falling due within one year	10	**89,660**		*157,306*	
Current liabilities					
Creditors: amounts falling due within one year	11	**(377,954)**		*(372,327)*	
Net current liabilities			**(288,294)**		*(215,021)*
Total assets less current liabilities			**125,211,706**		*211,136,472*
Creditors: amounts falling due after more than one year	12		**(71,644)**		*(1,028,782)*
Provisions for liabilities					
Deferred tax	13	**(28,135,000)**		*(38,076,000)*	
			(28,135,000)		*(38,076,000)*
Net assets			**97,005,062**		*172,031,690*
Capital and reserves					
Called up share capital	14		**100**		*100*
Profit and loss account			**97,004,962**		*172,031,590*
			97,005,062		*172,031,690*

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

DocuSigned by:

97DB064D6A94426...

P Hallam
Director

Date: 27 September 2022

The notes on pages 11 to 25 form part of these financial statements.

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

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2020	**100**	**125,653,228**	**125,653,328**
Profit and total comprehensive income for the year	**-**	**46,378,362**	**46,378,362**
At 31 December 2020	**100**	**172,031,590**	**172,031,690**
Loss and total comprehensive income for the year	**-**	**(75,026,628)**	**(75,026,628)**
At 31 December 2021	**100**	**97,004,962**	**97,005,062**

The notes on pages 11 to 25 form part of these financial statements.

1. General information

Fairthatch GR Limited ("the Company") is a private company limited by shares, domiciled and incorporated in England. The address of the Company's registered office and principal place of business is Berkeley House, 304 Regents Park Road, London, N3 2JX. The principal activity of the Company during the year was that of property investment.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland (FRS 102) and the requirements of Companies Act 2006 including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, and under the historical cost convention as modified to include investment properties at fair value.

2.2 Reduced disclosures

In accordance with FRS 102, the company has taken advantage of the exemptions from the following disclosure requirements;

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares

- Section 7 'Statement of Cash Flows' – Presentation of a Statement of Cash Flow and related notes and disclosures.

The financial statements of the company are consolidated in the financial statements of Turing GR Limited. The consolidated financial statements of Turing GR Limited are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

2. Accounting policies (continued)

2.3 Going concern

In preparing the accounts on the going concern basis the directors have given consideration to the company's result for the year and the company's net asset position.

The directors have taken into account the legislative changes disclosed in the critical accounting estimates and assumptions section of note 2.9 and believe that the company has adequate financial resources to continue as a going concern for a period of one year from the date of signing the financial statements. This is on the grounds that the loan facility drawn down in 2019 by the company's parent company, Vega GR Limited, is a 61 year fully amortising facility and there are reserves in place to ensure that the necessary liquidity is retained in the structure so that funds are available to meet debt service liabilities as they fall due in the period of 12 months following the signing of the accounts. The company's immediate parent company, Vega GR Limited, has confirmed that it will provide financial support where needed in the period of 12 months following the signing of the accounts to enable the company to pay its debts as they fall due.

In addition to the matters described above, in arriving at their conclusion the Directors have also considered, Leasehold reform, Building Safety legislation and wider loan covenant compliance:

Leasehold reform

Parliament has enacted legislation, the Leasehold Reform (Ground Rent) Act 2022, which prevents the inclusion of a ground rent in excess of a peppercorn on new residential long leases. The Act came into force on 30 June 2022 for leases on non-retirement properties and will come into effect on 1 April 2023 for leases on retirement properties. The legislation does not apply retrospectively although it does create restrictions on the ability of the company to generate rental income beyond the existing term of current leases.

As such, the impact of preventing the creation of future ground rents under the Act is not expected to have a material effect on the ability of the company to meet its liabilities as they fall due for a reasonably foreseeable period.

Building Safety legislation

The Building Safety Act has been introduced by Parliament in April 2022 and is intended to strengthen and improve different elements of the building safety regime. It is also intended to create a framework for allocating responsibility for funding liabilities arising from certain building safety defects. It is understood that Parliament's intention is that in creating clarity on the funding of such liabilities it will ameliorate the problems faced by leaseholders in affected properties.

On buildings over 18 metres in height it is expected that either Government or developer funding will be available to ensure necessary remediation of these properties can be undertaken. For buildings between 11 metres and 18 metres in height the developer is expected to be primarily responsible for funding the necessary remediation. Under secondary legislation introduced on 28 June 2022 the freeholder has been given responsibility to fund should the original developer not be available to provide funding. The operation of this secondary legislation is not yet clear. However, should this new requirement to fund the remediation of building defects create financial hardship to the freeholder it will prevent the achievement of the Government's policy objectives to resolve the building safety crisis. Further clarification is expected as the additional secondary legislation that is required is created under the delegated powers given to the relevant Minister of State.

2. Accounting policies (continued)

2.3 Going concern (continued)

The directors note that the Government is due to announce details of the application of funds expected to be raised by the Building Safety Levy for the remediation of buildings in this height range where the developer is unable to provide the necessary funding. It is expected that in order to ensure the remediation of such buildings in as timely a manner as possible that these funds will be available as a priority over freeholder contributions.

The directors, having given consideration to the provisions of the Act, the uncertainty over how and when these provisions will be implemented and their impact on the company do not believe that the Act has a material effect on the company's ability to meet its liabilities as they fall due for a reasonably foreseeable period of time.

Cross default guarantee

Under the terms of Vega GR Limited's (a subsidiary of Turing GR Limited) long-term loan facility the Company and each of the members of the Group are, since August 2019, party to a cross-default arrangement between Vega GR Limited and Betelgeuse Limited. Betelgeuse Limited is a related group company, which has a similar long term loan facility with the same Lender.

The cross-default arrangements apply equally to both Vega GR Limited and Betelguese Limited, and their respective group companies, and are triggered by certain breaches of loan covenant in their respective facilities. Both Vega GR Limited and Betelgeuse Limited are expected to remain in compliance with all loan covenants for the reasonably foreseeable future. Further details are provided in the Contingent liabilities note.

2.4 Functional and presentational currencies

The financial statements are presented in sterling which is also the functional currency of the company.

2.5 Turnover

Turnover comprises rent receivable and other income arising from investment properties. Deed of variation fee income is recognised at the point that the underlying leases are varied.

Rental income is recognised in accordance with the terms of the lease. Inflationary uplifts to rental income are recognised when received. Non-inflationary uplifts are also recognised when received as the directors are of the opinion that to recognise the impact of those uplifts on a straight line basis over such long term leases (up to 999 years) would not give a true and fair view as the period between recognition and actual collection would be of sufficient length to cause uncertainty over the value to be collected.

Turnover is recognised at the fair value of the consideration received or receivable for rental income charged to external customers in the ordinary nature of the business. Turnover is shown net of value added tax.

2. Accounting policies (continued)

2.6 Investment properties

The company's holding of investment properties is comprised of freehold reversionary interests and these are initially measured at cost and subsequently measured at fair value where a reliable measure of fair value is available. Changes in fair value are recognised in the statement of comprehensive income.

These assets represent interests held in the freehold land on which third party developers have built and sold long leasehold properties. As such these assets generate income in the form of annual ground rents along with other ancillary income streams.

Recognising the nature of these investment properties and the lack of a regular market for significant portfolios of such assets, the directors are of the opinion that the best approximation to fair value for these properties is provided by a discounted cashflow valuation of the income streams generated by these assets. The valuation of the entire freehold reversionary interest portfolio is undertaken by the directors based on periodic actuarial valuations carried out by a leading firm of third party actuarial consultants.

The directors also recognise, given the lack of a regular market for significant portfolios of such assets, that these values would not be realised should the company seek to dispose of any or all of the investment properties.

Further details are given in note 9.

2.7 Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current tax is based on taxable profit for the year. Taxable profit differs from profit before taxation because it excludes items of income or expense that are taxable or deductible in other periods. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date. Deferred tax is not discounted.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and profit before taxation that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

For non-depreciable assets measured using the revaluation model and investment properties measured at fair value (except investment property with a limited useful life held by the company to consume substantially all of its economic benefits), deferred tax is measured using the tax rates and allowances that apply to the sale of the asset or property.

2. Accounting policies (continued)

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

Current and deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

2.8 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102, to its financial instruments.

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument, and are offset only when the company currently has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets

Debtors

Debtors which are receivable within one year and which do not constitute a financing transaction are initially measured at the transaction price. Debtors are subsequently measured at amortised cost, being the transaction price less any amounts settled and any impairment losses.

Financial liabilities

Creditors

Creditors payable within one year that do not constitute a financing transaction are initially measured at the transaction price and subsequently measured at amortised cost, being the transaction price less any amounts settled.

Borrowings

Borrowings are initially recognised at the transaction price, including transaction costs, and subsequently measured at amortised cost using the effective interest method. Interest expense is recognised on the basis of the effective interest method and is included in interest payable and other similar charges.

Derecognition of financial assets and liabilities

A financial asset is derecognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

2. Accounting policies (continued)

2.9 Critical accounting estimates and areas of judgement

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

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

In preparing these financial statements, the directors have made estimates and assumptions concerning the future. The resulting accounting estimates and assumptions will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Valuation of investment properties

A key accounting estimate in preparing these financial statements relates to the fair value of the investment properties. The company uses periodic external professional actuarial valuations as a basis for determining the directors' estimation of the fair value of the investment properties. However, the valuation of the company's investment properties is inherently subjective, as it is made on the basis of valuation assumptions which may in future prove not to be accurate. The risk of which is heightened due to the potential legislative changes and the enacted changes noted below.

Parliament has enacted legislation, the Leasehold Reform (Ground Rent) Act 2022, which prevents the inclusion of a ground rent in excess of a peppercorn on new residential long leases. The Act received Royal Assent after the Balance Sheet date on 8 February 2022. The Act came into force on 30 June 2022 for leases on non-retirement properties and it will come into effect on 1 April 2023 for leases on retirement properties. The legislation does not apply retrospectively although it does create restrictions on the ability of the company to generate rental income beyond the existing term of current leases as it impairs the ability of the freeholder and leaseholder to agree for the continuation of ground rent in the extension period when extending the lease beyond the current lease term.

In addition to the enacted legislation the Government, through the Department for Levelling Up, Housing and Communities (DLHC), made an announcement in January 2021 on a number of proposed changes to the law governing leasehold enfranchisement. These proposals, which have largely not yet been enacted but some of which are included in the Leasehold Reform (Ground Rent) Act 2022, include changes to the rights of leaseholders in relation to leasehold extensions and freehold purchases. These changes could reduce the level of premium received at the point of lease extension or enfranchisement and increase such incidence rates. It is unclear at this time to what extent this change will reduce the future cash flows of the company. The implementation of the legislative changes arising from these reforms could materially reduce the level of income generated by the portfolio of investment properties, and therefore reduce valuations in the future.

2. Accounting policies (continued)

The directors are of the view that the proposed changes, if introduced in total, would be very damaging to the residential property market and against the interests of consumers and other property owners. The directors have engaged, and continue to engage, actively in consultations with Government, other stakeholders and interested parties in order to convey the company's opposition to the current proposals. Public announcements by government and in the Law Commission's report have recognised that any proposals to make wholesale reforms retrospectively pose real problems with respect to the contravention of human rights legislation.

The directors are of the opinion that the impact of the reforms are likely to be greatest for future leases and not those already in existence.

An intrinsic element of the long-term forecasts is the continuing rental income and lease extension premiums generated by the property assets held by the company. The potential legislative changes raised above may affect these forecasts to the extent that the underlying assumption is no longer valid.

Similarly, the debt service requirements of the group of which the company is a member, are primarily dependent upon this continuing rental income and these potential legislative changes, if introduced in their current form, could affect the group's ability to meet its obligations in the long term

However, the financial consequences of some of these changes are too uncertain to enable the directors to reasonably estimate the impact of such changes on their forecasts. It is assumed that the current methodology continues to represent a fair value of these assets and that the group's ability to meet its long-term obligations is not compromised.

Further details of the valuation of the investment property are set out in note 9.

Current taxation

In arriving at the tax charge for the year the directors have been required to consider legislation introduced by HMRC in respect of Corporate Interest Restrictions and restrictions on the use of losses from the 1st April 2017.

These rules are complex and may have a material impact on the group's tax charge. The assumptions made by the directors are as follows. The directors have assumed that a restriction arising from the corporate interest restriction calculation of £5.1m (2020: £6.7m) will be applied within the Turing GR Limited group. Total interest restrictions of £11.8m (2020: £6.7m) have been made to date and are available to carry forward against future profits of the wider Euro Investments Overseas Incorporated group. No deferred tax asset has been recognised in respect of the restricted corporate interest due to uncertainty of recovery.

Furthermore, the directors have assumed that no group relief will be available to claim in this entity from parties external to the Turing GR Limited group. This assumption is based on estimates made by entities in the wider Euro Investments Overseas Incorporated group.

Whilst the directors believe their assumptions to be reasonable, the complex nature of the rules and their impact on the wider Euro Investments Overseas Incorporated group could mean the assumptions prove to be inaccurate.

2. Accounting policies (continued)

Deferred taxation

Deferred tax liabilities are assessed on the basis of assumptions regarding the future, the likelihood that assets will be realised and liabilities will be settled and estimates as to the timing of those future events and as to the future tax rates that will be applicable.

3. Turnover

An analysis of turnover by class of business is as follows:

	2021 £	*2020* *£*
Rent receivable	**537,925**	*608,882*
Other operating income	**155,752**	*232,190*
Deed of variation fee and legal fee income	**398,000**	*1,420,835*
	1,091,677	*2,261,907*

All turnover arose within the United Kingdom.

4. Interest receivable

	2021 £	*2020* *£*
Other interest receivable	**536**	-

5. Interest payable and similar expenses

	2021 £	*2020* *£*
Interest payable on group loans	**29,883**	*214,513*
Finance costs recharged	**1,617**	*1,565*
	31,500	*216,078*

6. (Loss) / profit before taxation

The (loss) / profit before taxation is stated after charging:

	2021 £	2020 £
Auditors' remuneration	**16,000**	*16,320*

7. Employees

There were no employees during the year other than the directors. The directors are remunerated by the related party Fairhold Services Limited and this is recharged to the company as part of the management charge from Estates & Management Limited. This management charge, which in 2021 amounted to £41,716 (2020: £40,624) also includes a recharge of administration costs borne by Fairhold Services Limited on behalf of the company and it is not possible to identify separately the amount relating to the directors' remuneration.

8. Taxation

	2021 £	2020 £
Corporation tax		
Current tax on profits for the year	**47,639**	-
UK corporation tax adjustment in respect of prior years	**40,313**	-
	87,952	-
Total current tax	**87,952**	-
Deferred tax		
Movement on potential chargeable gain liability	**(21,462,873)**	*13,942,000*
Effect of change in tax rate	**11,521,873**	-
Total deferred tax	**(9,941,000)**	*13,942,000*
Taxation on profit	**(9,853,048)**	*13,942,000*

8. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than *(2020 - higher than)* the standard rate of corporation tax in the UK of 19% *(2020 - 19%)*. The differences are explained below:

	2021 £	*2020* *£*
(Loss)/profit before tax	**(84,879,676)**	*60,320,362*
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	**(16,127,138)**	*11,460,869*
Effects of:		
Tax losses utilised	**(47,638)**	*(40,313)*
Adjustments to tax charge in respect of prior periods	**40,313**	-
Other timing differences, incl. capital allowances	**(17,341)**	*(60,306)*
Fair value movement on investment properties	**16,311,784**	*(11,102,375)*
Movement on potential chargeable gain liability	**(21,462,873)**	*13,942,000*
Effect of change in tax rate	**11,521,873**	-
Chargeable gain transferred to related party	**(72,028)**	*(257,875)*
Total tax charge for the year	**(9,853,048)**	*13,942,000*

Factors that may affect future tax charges

In the current period, the Finance Act 2021 was enacted and included legislation to increase the main rate of tax to 25%. As this change was substantively enacted at the balance sheet date deferred tax is recognised at 25% in the current period (2020: 19%).

The company has estimated non-trading and capital losses of £2,242,397 (2020: £2,493,125), available to carry forward against future profits. No deferred tax asset has been recognised in respect of these losses due to uncertainty of recovery.

9. Investment property

	Freehold investment property £
Valuation	
At 1 January 2021	**211,351,493**
Loss on revaluation	**(85,851,493)**
At 31 December 2021	**125,500,000**

The investment properties represent a portfolio of freehold reversionary interests that generate ground rents as the principal income stream. The fair value of these properties is calculated based on a discounted cash flow methodology which is reliant on the assumptions used to estimate the future cash flows (see note 2.9).

The investment properties were valued on an actuarial basis by a leading firm of independent financial and actuarial consultants as at 31 December 2019 with further analysis carried out by an independent firm of consultants as part of the review of investment properties as at 31 December 2021. This most recent analysis was primarily undertaken to assess the change to the valuation of investment properties as at 31 December 2021 arising from the reduction in future cash flows arising from the company's agreement of undertakings with the CMA that restrict the collection of uplift rents with respect to certain leases (see note 19).

The directors, in carrying out their valuation at 31 December 2021, have concluded that there have been changes in the critical assumptions and key valuation drivers. Accordingly, the directors have assessed these changes and, consider the updated valuation of the investment properties of £125,500,000 at 31 December 2021 (2020: £211,351,493) to be appropriate for adoption for the purposes of these financial statements.

The basis of the most recent independent valuation performed on an actuarial basis was to project risk adjusted income streams generated by the portfolio over 150 years discounted by a risk free rate of return. The principal assumptions used in the independent actuarial valuation were:

- RPI basis for inflation assumptions - implied inflation vector taken from the Bank of England website;
- Residential property inflation - derived from market rental yields as found in the ARLA report and the UK Government gilt curve;
- Risk free discount rate - a series of rates reflecting the UK government gilt yield curve as applicable to each cash flow date;
- Incidence rates for lease extensions and the price charged - historic rates and FTT valuation;
- Taxation - no allowance has been made for taxation in projecting the future revenue flow.

The input to the model with the most significant impact on the valuation is the discount rate used. Per the 31 December 2021 review undertaken, on a group basis, a 50-basis point increase or decrease in this rate reduces or increases the valuation by 31% and 52% respectively. See note 19 for further information.

9. Investment property (continued)

If the Investment properties had been accounted for under the historic cost accounting rules, the properties would have been measured as follows:

	2021 £	2020 £
Historic cost	**11,515,803**	*11,515,803*

The company's investment property is subject to a debenture and charge in connection with a guarantee provided by the company in respect of the indebtedness of the holding company and other related parties (see note 16).

10. Debtors

	2021 £	2020 £
Trade debtors	**12,531**	*19,353*
Other debtors	**4,127**	*956*
Prepayments and accrued income	**46,850**	*110,845*
Tax recoverable	**26,152**	*26,152*
	89,660	*157,306*

11. Creditors: Amounts falling due within one year

	2021 £	2020 £
Corporation tax	**47,639**	-
Accruals and deferred income	**330,315**	*372,327*
	377,954	*372,327*

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

	2021 £	2020 £
Amounts owed to parent undertaking	**71,644**	*1,028,782*

The loan from the parent company is due for repayment in 2085. Interest is charged at 6 month Libor +2.48%.

13. Provisions for liabilities

	2021 £
At beginning of year	38,076,000
Charged to profit or loss	(9,941,000)
At end of year	**28,135,000**

The provision for deferred taxation is made up as follows:

	2021 £	*2020 £*
Deferred tax on assets measured at fair value	28,135,000	*38,076,000*

14. Share capital and reserves

Share capital

	2021 £	*2020 £*
Allotted, called up and fully paid		
100 *(2020 - 100)* Ordinary shares of £1.00 each	100	*100*

Ordinary share rights

The Company's ordinary shares, which carry no right to fixed income, each carry the right to one vote at general meetings of the Company. In the event of a wind up the shareholders receive dividends and distribution pro rata to the number of shares held.

Reserves
Reserves of the company represent the following:

Profit and loss account
Cumulative profit and loss net of distributions to owners

15. Contingent liabilities

Cross default guarantee

At the year end the company has given a cross default guarantee in respect of financial indebtedness of a related group company, Betelgeuse Limited and its subsidiary companies. These parties are related by virtue of common directors and common control. The total amount outstanding subject to these guarantees at 31 December 2021 was £768,566,507 (31 December 2020: £757,191,739).

Building Safety Act 2022

The directors are currently assessing the potential impact of the Building Safety Act 2022, which received Royal Assent on 28 April 2022. Given the nature of the legislation (see pages 12 and 13), it is not currently clear what the likely probability or quantum of any potential liability to fund the remediation of building defects would be. Therefore, no provision has been included in these financial statements.

16. Guarantees

The company has given an unlimited guarantee in respect of some of the indebtedness of its holding company Vega GR Limited. The guarantee is supported by a debenture and a charge over the group's property holdings including the company's investment properties. At 31 December 2021 the total amount outstanding subject to that guarantee was £298.4m (2020: £295.4m).

The company is included in a group registration for VAT purposes and is therefore jointly and severally liable for all other participating group undertakings' unpaid debts in this connection.

17. Immediate parent company, ultimate parent company and ultimate controlling party

The Company's immediate parent company is Vega GR Limited which is the smallest group for which group accounts containing the Company are prepared. Vega GR Limited is domiciled and incorporated in the UK. The ultimate UK parent Company is Turing GR Limited, which is the largest group for which group accounts containing the Company are prepared. Copies of the financial statements are available from Companies House, Crown Way, Cardiff CF14 3UZ.

The directors regard the ultimate holding company to be Euro Investments Overseas Incorporated, a company incorporated in the British Virgin Islands.

The ultimate controlling party is the Tchenguiz Family Trust.

18. Related party transactions

The company has taken advantage of the exemptions provided by Section 33 of FRS 102 'Related Party Disclosures' and has not disclosed transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is party to the transaction is wholly owned by a member of that group.

Management fees of £41,716 (2020: £40,624) were charged to the Company in the year by Estates & Management Limited, a company related by virtue of common control and common directors.

Legal fees of £18,900 (2020: £63,600) were charged to the Company by Estates & Management Limited, a company related by virtue of common control and directors, in relation to the deeds of variation processed in the year.

18. Related party transactions (continued)

Investment property totalling £nil (2020: £2,006,000) was transferred to a related party group as part of a refinancing exercise with no gains or losses arising on sale.

19. Post balance sheet events

The following events have occurred after the end of the reporting period

Financing

The group of which the company is part restructured its financial arrangements with its lender on 17 August 2022. The restructuring transactions, which impacted a number of entities in the wider Euro Investments Overseas group, included various additional drawdowns of borrowing, repayments and property transactions. The effect of these changes was to reduce this group's liabilities to its lender by £23.6 million.

Conclusion of CMA investigation

On 4 August 2022 the group, of which the company is a part, agreed undertakings with the CMA that ended the CMA's investigation of the group. These undertakings restrict the company's ability to charge uplift rents on certain leases and create obligations to refund certain rents and fund certain costs for the variation of leases, should a leaseholder choose to enter into such lease variation. The reduction in future rents has been assessed in the determination of the Fair Value of the company's Investment Properties.

In addition to the undertakings agreed with the CMA the company agreed Framework Agreements with the developers who created the leases that were the subject of the CMA's investigation. These Framework Agreements have resulted in the receipt of payments from those developers. The payments received are in excess of the costs that will be incurred by the company in meeting the requirements of the CMA undertakings. Neither the income receivable or the costs expected to be incurred have been included in the financial statements of the company.

Leasehold Reform (Ground Rents) Act 2022

The Leasehold Reform (Ground Rents) Act 2022 received Royal Assent on 8 February 2022. See Note 2.3 for further information on the potential implications of this Act.

Building Safety Act 2022

The Building Safety Act 2022 received Royal Assent on 28 April 2022. See Notes 2.3 and 15 for further information on the potential implications of this Act.

Movements in discount rate and inflation assumptions

As described in note 9, the risk free discount rate has a significant impact on the calculation of the value of investment properties. Subsequent to the year end, risk free discount rates have increased and this has led to a significant fall in the value of investment properties. As at 31 August 2022, the directors have estimated the value of investment properties at £52.5m, representing a 58% reduction in value from 31 December 2021.