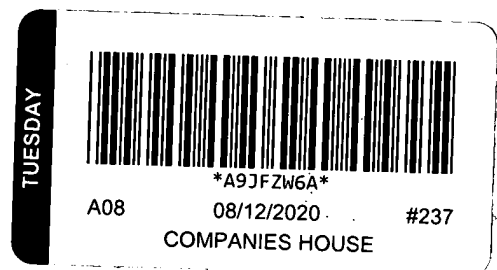


Registered Number 08706370

Evolution (Woking) Limited

Annual Report and Financial Statements
For the year ended
31 March 2020



Evolution (Woking) Limited

CONTENTS

Page(s)	Description
1	Company Information
2-3	Directors' Report
4-6	Independent Auditor's Report
7	Statement of Comprehensive Income
8	Statement of Financial Position
9	Statement of Changes in Equity
10-15	Notes to the Financial Statements

Evolution (Woking) Limited

COMPANY INFORMATION

Directors Andrew P Stubbley
Julie Shuter
Karen Sheedy
Alykhan Meghani

Company Number 08706370

Registered Office Premier House
52 London Road
Twickenham
England
TW1 3RP

Independent auditors BDO LLP
2 City Place
Beehive Ring Road
Gatwick
West Sussex
RH6 0PA

Evolution (Woking) Limited

DIRECTORS' REPORT

The directors present their Directors' report and the audited financial statements for the year ended 31 March 2020.

1 Principal activities

The principal activities of the Company are the design, construction, financing and maintenance of 224 new-build affordable homes complete with landscaping, children's play area, as well as all associated infrastructure including two new substations, a pumping station and new integrated road network in accordance with the terms of an agreement with Woking Borough Council. This agreement together with a loan facilities agreement, a construction contract, a housing management contract, a responsive repairs, cyclical maintenance and renewal contract and other related contracts were signed on 15 November 2013. The concession period runs for a period of 25 years from the handover of the last unit.

The Company is a private company limited by shares and is incorporated in England and Wales. The address of its registered office is Premier House, 52 London Road, Twickenham, England, TW1 3RP.

2 Results and dividends

The loss for the financial year, after taxation, amounted to £2,644k (2019 - £789k).

The directors do not recommend the payment of a dividend (2019: £nil).

3 Directors

The directors of the Company who served during the period and to the date of this report were as follows:

Andrew P Stubley (appointed 24 May 2019)
Howard P Dawson (resigned 20 March 2020)
Alykhan Meghani (appointed 26 March 2020)
Karen Sheedy
Juile Shuter (appointed 26 March 2020)
Peter N Bowden (resigned 24 May 2019)
Stephen N King (resigned 30 August 2019)

4 Disclosure of information to auditor

As far as the directors are aware, there is no relevant audit information of which the Company's auditor is unaware and each director has taken all the steps that he or she ought to have taken in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of such information.

5 Independent auditor

Under section 487(2) of the Companies Act 2006, BDO LLP is deemed to have been appointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the financial statements with the registrar, whichever is earlier.

6 Business review and future development

There have been no significant issues in relation to the construction of the new-build affordable homes and the entire site which is now fully occupied, is operated by the housing management subcontractor. The loan was fully drawn down at the end of the construction phase.

7 Going concern

The going concern concept is considered an appropriate basis on which to prepare the financial statements. Management have analysed three broad risk categories on the impact of COVID-19 on the business, which include; uncertainty, viability and financial impact of our customer. As a result, have concluded that there will be no significant impact and business will remain a going concern. For further detail regarding going concern please refer to note 1 to these financial statements.

Evolution (Woking) Limited

DIRECTORS' REPORT

8 Statement of Directors' responsibilities in respect of the Directors' report and 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 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 make judgements and accounting estimates that are reasonable and prudent;
- 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; 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. 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.

9 Small companies note

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

On behalf of the Board



Karen Sheedy
Director

Date: 30/09/2020

Evolution (Woking) Limited

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF EVOLUTION (WOKING) HOLDINGS LIMITED

Opinion

We have audited the financial statements of Evolution (Woking) Limited ("the Company") for the year ended 31 March 2020 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, 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 March 2020 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 Auditor's 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 UK, including the FRC'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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report and financial statements, other than the financial statements and our auditor's report thereon. 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.

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 such material inconsistencies or apparent material misstatements, we are

Evolution (Woking) Limited

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF EVOLUTION (WOKING) HOLDINGS LIMITED

required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 prepare the financial statements in accordance with the small companies regime and 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 statement of Directors' responsibilities, 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.

Auditor's 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 auditor's 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

Evolution (Woking) Limited

**INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF EVOLUTION
(WOKING) HOLDINGS LIMITED**

or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's 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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

BDO LLP

Paula Willock (Senior Statutory Auditor)

For and on behalf of BDO LLP, statutory auditor
2 City Place
Beehive Ring Road
Gatwick
RH6 0PA

Date 30 September 2020

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Evolution (Woking) Limited
STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 March 2020

	Note	Year ended March 2020 £'000	9 Months to March 2019 £'000
Turnover		1,291	880
Operating costs		<u>(886)</u>	<u>(615)</u>
Operating profit	2	405	265
Interest receivable	3	2,527	1,943
Interest and financing costs	4	<u>(3,039)</u>	<u>(2,274)</u>
Loss before taxation		(107)	(66)
Tax	6	<u>23</u>	<u>-</u>
Loss for the period		<u>(84)</u>	<u>(66)</u>
Fair value movements in cash flow hedging instruments		(3,073)	(871)
Tax on fair value movements in cash flow hedging instruments	6	<u>523</u>	<u>148</u>
Other comprehensive loss for the period		(2,550)	(723)
Total comprehensive loss for the period		<u><u>(2,634)</u></u>	<u><u>(789)</u></u>

The loss reported above relates to continuing activities.

The notes on pages 10 to 15 form part of these financial statements

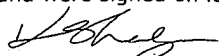
Evolution (Woking) Limited (Registered number 08706370)

**STATEMENT OF FINANCIAL POSITION
As at 31 March 2020**

	Note	March 2020 £'000	March 2019 £'000
Current assets			
Debtors: amounts falling due within one year	7	3,031	2,897
Debtors: amounts falling due after more than one year	8	<u>35,158</u>	<u>36,024</u>
Total debtors		38,189	38,921
Cash at bank and in hand		<u>3,499</u>	<u>3,250</u>
Total assets		41,688	42,171
Current liabilities			
Creditors: amounts falling due within one year	9	<u>(3,436)</u>	<u>(3,233)</u>
Total assets less current liabilities		38,252	38,938
Creditors: amounts falling due after more than one year	10	<u>(50,569)</u>	<u>(48,621)</u>
Net liabilities		<u><u>(12,317)</u></u>	<u><u>(9,683)</u></u>
Capital and reserves			
Called up share capital	11	100	100
Cash flow hedge reserve		(11,842)	(9,292)
Profit and loss account		<u>(575)</u>	<u>(491)</u>
Total shareholders' deficit		<u><u>(12,317)</u></u>	<u><u>(9,683)</u></u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board and authorised for issue on 30/09/2020 and were signed on its behalf by:



Karen Sheedy
Director

The notes on pages 10 to 15 form part of these financial statements.

Evolution (Woking) Limited

STATEMENT OF CHANGES IN EQUITY
For the year ended 31 March 2020

	Called up share capital £'000	Cash flow hedge reserve £'000	Profit and loss account £'000	Total shareholders' deficit £'000
Balance at 01 July 2018	100	(8,569)	(425)	(8,894)
Loss for the period	-	-	(66)	(66)
Other comprehensive loss for the period	-	(723)	-	(723)
Total comprehensive loss for the period	-	(723)	(66)	(789)
Balance at 01 April 2019	100	(9,292)	(491)	(9,683)
Loss for the financial year	-	-	(84)	(84)
Other comprehensive loss for the year	-	(2,550)	-	(2,550)
Total comprehensive loss for the year	-	(2,550)	(84)	(2,634)
Balance at 31 March 2020	100	(11,842)	(575)	(12,317)

The notes on pages 10 to 15 form part of these financial statements.

Evolution (Woking) Limited

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2020

1. Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102. The Financial Reporting Standard applicable in the UK and Republic of Ireland and the Companies Act 2006.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

(i) Financial assets

Basic financial assets, including trade and other receivables and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing 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 cost 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 assets' 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 statement of comprehensive income.

Financial assets are derecognised when (i) the contractual rights to the cash flows from the asset expire or are settled, or (ii) substantially all the risks and rewards of the ownership of the asset are transferred to another party, or (iii) 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

Basic financial liabilities, including trade and other payables, bank overdrafts, and bank loans, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade creditors are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Derivatives, including interest rate swaps, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless they are included in a hedging arrangement.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Evolution (Woking) Limited

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2020

(iii) Hedging arrangements

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

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

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

Contract receivable

Costs comprise direct payments to the contractor, attributable initial project costs and interest costs incurred over the construction period on borrowings to fund construction.

The contract receivable is repaid over the concession period and revenue is apportioned between a deemed interest charge and turnover. This deemed interest charge is based upon the value of the financial debt outstanding and is included within interest receivable.

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred taxation is recognised on all timing differences where the transactions or events that give the Company an obligation to pay more tax in the future or a right to pay less tax in the future have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

Turnover

Turnover represents the services' share of the management services income received by the Company for the provision of a PFI asset to the customer. This income is received over the life of the concession period. Management service income is allocated between turnover, finance debtor interest and reimbursement of the finance debtor so as to generate a constant rate of return in respect of the finance debtor over the life of the contract.

The Company's principal business activities are that described in the Strategic Report, and accordingly all turnover is derived in the UK.

Going concern

The financial statements have been prepared on a going concern basis, notwithstanding net liabilities of £12,317k (2019: £9,683k). The directors believe this to be appropriate for the following reasons.

The business of the Company is to deliver a 25 year PFI contract on behalf of Woking Borough Council, and the going concern basis should be assessed over the life of the contract rather than at any particular point in time. The directors' financial projections show that the Company is expected to make profits in every remaining year of the contract. The finance in place (see Note 10) ensures that the Company will continue to meet its financial obligations as they arise.

The management have analysed three broad risk categories on the impact of COVID-19 on the business, which include uncertainty, viability and financial impact of our customer.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis.

Evolution (Woking) Limited

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2020

2. Operating profit

The audit fees for the current and prior periods were borne by the ultimate parent undertaking, Thames Valley Housing Association Limited.

3. Interest receivable and similar income

	Year ended 31 March 2020 £'000	9 Months ended 31 March 2019 £'000
Interest receivable on finance debtor	2,527	1,943
	<u>2,527</u>	<u>1,943</u>

4. Interest payable and similar expenses

	Year ended 31 March 2020 £'000	9 Months ended 31 March 2019 £'000
Interest payable on term loans	826	617
Interest payable on residual value loan	702	518
Interest payable on sub-ordinated loan	449	340
Interest paid on swaps	1,005	757
Commitment fees	5	7
Arrangement fee	27	24
Agency fee	25	11
	<u>3,039</u>	<u>2,274</u>

5. Directors and employees

The directors were not directly remunerated for their services during 2020 (2019: £nil).

The Company has no employees (2019: nil).

6. Tax on profit

	Year ended 31 March 2020 £'000	9 Months ended 31 March 2019 £'000
a) Analysis of tax charge in the year		
Total current tax	23	-
Deferred tax	523	148
	<u>546</u>	<u>148</u>

b) Factors affecting the current tax charge

The tax credit (2019: credit) is higher (2019: higher) than the standard rate of corporation tax in the UK for the year ended 31 March 2020 of 19.00% (2019: 19.00%).

The differences are explained below:

Year ended 31 March 2019 £'000	9 Months ended 31 March 2019 £'000
---	--

Evolution (Woking) Limited

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2020

Loss before taxation	117	66
Profit before taxation multiplied by the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	22	13
Effects of:		
Group relief surrendered	-	(13)
Amounts charged/(credited) directly to equity or otherwise transferred	-	(139)
Deferred tax on movement of cashflow hedge financial instrument	523	148
Deferred tax charged/(credited) directly to equity	1	(124)
Impact of change in tax rate	-	(15)
Total tax credit/(charge) for the year	546	148

c) Factors that may affect the future tax charges

On 19 March 2020 Finance Bill 2020, which will become Finance Act 2020 after Royal Assent, was published. The Finance Bill announced the reversal of previous enacted reductions in the main rate of corporation tax from 19% to 17% from 1 April 2020.

The deferred tax balance as at the year-end has been recognised at 19% (2019:17%).

7. Debtors: amounts falling due within one year

	March 2020 £'000	March 2019 £'000
Trade debtors	307	617
Intercompany debtors	176	284
Deferred tax origination and reversal of timing difference	-	84
Deferred tax on fair value of cash flow hedge reserve	2,510	1,903
Other debtors	38	-
Prepayments and accrued income	-	9
	3,031	2,897

8. Debtors: amounts falling due after more than one year

	March 2020 £'000	March 2019 £'000
Right to receive asset	35,158	36,024

The right to receive asset represents the present value of receipts relating to the agreement with Woking Borough Council dated 15 November 2013. The concession period runs for 25 years from the date of handover of the last housing unit.

9. Creditors: amounts falling due within one year

	March 2020 £'000	March 2019 £'000
Fair value of swap instrument	1,074	973
Trade creditors	125	155
VAT payable	-	71
Unamortised issue costs	(34)	(33)
Base credit facility	907	871
Subordinated loan	192	113
Accruals and deferred income	707	618
Intercompany interest	465	465
	3,436	3,233

The Company entered into interest rate swaps to receive interest at 1 month LIBOR during construction (6 month LIBOR during operational phase) and pay fixed interest rate. The swaps mature in line with respective loan facilities from the bank.

The Company has the following financial instruments

Evolution (Woking) Limited

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2020

	Notional Principal (£)	Maturity	Fixed Interest rate	Fair value (£)
Swap on base credit loan	20,306,277	15.11.2037	3.439%	(5,417,823)
Swap on residual facility loan	15,000,000	15.11.2038	3.956%	(8,849,768)

The instruments are used to hedge the Company's exposure to interest rate movements on the bank loan.

Cash flows on both the loan and the interest rate swaps were paid monthly during construction and was changed to 6 monthly in operational phase. During 2020, a hedging loss of £3,073,000 (2019: £871,000 loss) was recognised in other comprehensive income for changes in the fair value of the interest rate swap.

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

	March 2020 £'000	March 2019 £'000
Fair value of swap instrument	13,195	10,222
Base credit facility	19,399	20,306
Residual value facility	15,000	15,000
Subordinated loan	3,552	3,689
Less: unamortised issue costs	(577)	(596)
	50,569	48,621

Borrowing consists of:

Base credit facility is granted by Norddeutsche Landesbank Girozentrale (London Branch) and is secured on the assets of the Company. The loan facility is for a total value of £24,630,175 (2019: £24,630,175) and the outstanding balance at 31 March 2020 is £20,306,277 (2019: £21,176,974). The term loan facility is repayable from 31 December 2016 to 15 November 2037.

Residual value facility is granted by Norddeutsche Landesbank Girozentrale (London Branch) and is secured on the assets of the Company. The loan facility is for a total value of £15,000,000 and was fully drawn at 31 March 2019 (2018: £15,000,000). The facility is repayable as a bullet repayment on 15 November 2038.

Evolution (Woking) Holdings limited issued loan notes of £3,851k to its 100% subsidiary Evolution (Woking) Limited in December 2016. The outstanding balance as at 31 March is £3,744k (2019: £3,802k). The loan notes carry an interest rate of 12% and are repayable from 01 July 2017 to 15 November 2038. Amounts repayable are due as follows:

	Facility Base Credit £'000	Residual Credit Facility £'000	Subordi- nated loan £'000	Total £'000
Within 1 year	907	-	55	962
In more than one year but not more than 2 years	896	-	79	975
In more than 2 years but not more than 5 years	3,161	-	199	3,360
In more than 5 years	15,342	15,000	3,411	33,753
	20,306	15,000	3,744	39,050

11. Called up share capital

	March 2020 £'000	March 2019 £'000
Authorised; allotted, called up and fully paid 100,000 (2019: 100,000) Ordinary shares of £1 each	100	100

Evolution (Woking) Limited

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 March 2020

12. Related party disclosures

At 31 March 2020, the company's immediate parent was Evolution (Woking) Holdings Limited and ultimate parent was Thames Valley Housing Association Limited. Evolution (Woking) Limited is a wholly owned subsidiary of Evolution (Woking) Holdings Limited.

Details of Thames Valley Housing Association Limited group structure can be found in their financial statements, which can be obtained from The Secretary, The Grange, 100 High Street, Southgate, London, N14 6PW.

Evolution (Woking) Limited has taken advantage of the exemption provided by FRS 102 not to disclose transactions with Thames Valley Housing Association Limited or other wholly owned subsidiaries within the group where consolidated accounts are publicly available. No other related party transactions have been identified.

13. Ultimate parent company

As at 31 March 2020, the Company is a wholly owned subsidiary of Evolution (Woking) Holdings Limited, a company incorporated in the United Kingdom and registered in England and Wales. The share capital of Evolution (Woking) Holdings Limited is held 100% by Thames Valley Housing Association Limited. Thames Valley Housing Association is the ultimate parent company of Evolution (Woking) Limited.

Evolution (Woking) Holdings Limited and Thames Valley Housing Association Limited are all incorporated in the United Kingdom and registered in England and Wales.