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**OSB (HOLDCO 1) LIMITED**

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**COMPANY INFORMATION**

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<b>Directors</b>	M S Weiner (resigned 31 May 2021) M O Shepherd (resigned 19 June 2021) R N Olsen (resigned 2 September 2020) J R Fielden (resigned 2 September 2020) J G Christmas (appointed 27 May 2021, resigned 31 March 2022) M J Hood (appointed 17 June 2021)
<b>Company secretary</b>	LS Company Secretaries Limited
<b>Registered number</b>	08779678
<b>Registered office</b>	7a Howick Place London SW1P 1DZ
<b>Independent auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 7 More London Riverside London SE1 2RT



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**OSB (HOLDCO 1) LIMITED**

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**CONTENTS**

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	Page
<b>Strategic report</b>	<b>1</b>
<b>Directors' report</b>	<b>2 - 3</b>
<b>Directors' responsibilities statement</b>	<b>4</b>
<b>Independent auditors' report</b>	<b>5 - 8</b>
<b>Statement of comprehensive income</b>	<b>9</b>
<b>Balance sheet</b>	<b>10</b>
<b>Statement of changes in equity</b>	<b>11</b>
<b>Notes to the financial statements</b>	<b>12 - 19</b>

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## OSB (HOLDCO 1) LIMITED

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### STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2021

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#### Business review, principal activities and future developments

The principal activity of the company during the period and for the foreseeable future is that of an investment holding company for a group of companies engaged in property investment, development and trading.

On 2 September 2020, the company's 100% owned subsidiary, OSB (Holdco 2) Ltd, sold a majority share of its holding in Orion Shepherd Bush Limited to YC SBM Holdings Limited, retaining a 24.5% interest in the underlying group that holds a long leasehold property in Shepherd's Bush, West London. As part of the disposal, the Company acquired the external debt owed by its subsidiary debt for £15,000,000 from its external lender. The debt was subsequently waived, with OSB (Holdco 2) Ltd. As this was a inter-group transaction on the waiving on the debt an Investment was created. This has subsequently been impaired at year end. As a result of the transaction steps undertaken, a net loss of £15,000,000 was recognised in the company.

As the Company is now 100% owned by U and I Group PLC, the financial statements contain information about OSB (Holdco 1) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent undertaking, U and I Group PLC.

The loss for the year ended 31 March 2021, after taxation, amounted to £15,000,000 (31 March 2020: £NIL).

The Directors are unable to recommend the payment of a dividend (31 March 2020: £NIL).

#### Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks. As at 31 March 2021, the company was a member of the U and I Group Limited (formerly U and I Group PLC) group of companies. Further discussion of the risks and uncertainties, in the context of the group as a whole, is provided in U and I Group's 2021 annual report which does not form part of this report.

#### Financial key performance indicators (KPIs)

As at 31 March 2021, the Directors of U and I Group Limited (formerly U and I Group PLC) manage the group's operations on a group basis. For this reason, the company's Directors believe that an analysis using KPIs for the company is not necessary or appropriate for an understanding of the development, performance or position of the business of the company. The development, performance and position of the group is discussed in the group's annual report which does not form part of this report.

This report was approved by the board on 8 June 2022 and signed by its order.

  
M J Hood (Jun 8, 2022 14:30 GMT+1)

**M J Hood**  
Director

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## OSB (HOLDCO 1) LIMITED

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2021

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The Directors present their report and the financial statements for the year ended 31 March 2021.

#### Results and dividends

The loss for the year, after taxation, amounted to £15,000,000 (31 March 2020 - £NIL).

The Directors are unable to recommend the payment of a dividend (31 March 2020: £NIL).

Details of the business review and future developments of the company are discussed in the Strategic report on page 1.

#### Directors

The Directors who served during the year were:

M S Weiner (resigned 31 May 2021)  
M O Shepherd (resigned 19 June 2021)  
R N Olsen (resigned 2 September 2020)  
J R Fielden (resigned 2 September 2020)  
J G Christmas (appointed 27 May 2021, resigned 31 March 2022)  
M J Hood (appointed 17 June 2021)

#### Qualifying third party indemnity provisions

The company has made qualifying third-party indemnity provisions for the benefit of the respective directors which were in place throughout the year and which remain in place at the date of this report.

#### Going concern

The company incurred a net loss of £15,000,000 during the year ended 31 March 2021 (31 March 2020: £NIL) and had a net current liability position of £20,296,066 (2020: net current liabilities of £5,950,244) as at 31 March 2021.

The Directors have prepared the financial statements on a going concern basis due to the financial support of the ultimate parent entity, Land Securities Group PLC. The Directors have received confirmation from Land Securities Group PLC that, for at least the next 12 months, they will support the company such that it can meet its liabilities as they fall due, but only to the extent that money is not otherwise available to the company to meet such liabilities. It is understood that this support will remain in place until revoked and there is no expectation this will occur in the foreseeable future. The Directors have therefore prepared the financial statements on a going concern basis.

#### Disclosure of information to auditors

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.

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**OSB (HOLDCO 1) LIMITED**

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

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**Post balance sheet events**

On 14 December 2021, LS Development Holdings Limited, a newly formed wholly-owned indirect subsidiary of Land Securities Group PLC, acquired 100% of the share capital of U and I Group Limited (formerly U and I Group PLC) for a cash consideration of £187 million. U and I Group Limited (formerly U and I Group PLC) delisted from the London Stock Exchange on 15 December 2021.

**Independent auditors**

The auditors, PricewaterhouseCoopers LLP, will resign as auditors of the company following the signing of these financial statements and a resolution will be proposed to appoint new auditors in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 8 June 2022 and signed on its behalf.

  
M Hood (Jun 8, 2022 14:30 GMT+1)

**M J Hood  
Director**

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**OSB (HOLDCO 1) LIMITED**

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**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 31 MARCH 2021**

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The Directors are responsible for preparing the Strategic report, 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 audited 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 audited 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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 OSB (Holdco 1) Limited

## Report on the audit of the financial statements

### Opinion

In our opinion, OSB (Holdco 1) Limited's financial statements:

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

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

### Basis for opinion

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

### Independence

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

### Conclusions relating to going concern

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

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

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

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

## **Reporting on other information**

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

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

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

## **Strategic report and Directors' Report**

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

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

## **Responsibilities for the financial statements and the audit**

### **Responsibilities of the directors for the financial statements**

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

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

### **Auditors' responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our



opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

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

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Understanding of management's internal controls designed to prevent and detect irregularities;
- Reviewing the Company's litigation register in so far as it related to non-compliance with laws and regulations and fraud;
- Reviewing relevant meeting minutes;
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations, posted with unusual words, posted by unexpected users and posted on unexpected days.

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

### **Use of this report**

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

## **Other required reporting**

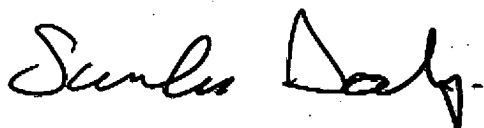
### **Companies Act 2006 exception reporting**

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

- we have not obtained all the information and explanations we require for our audit; or

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

We have no exceptions to report arising from this responsibility.

A handwritten signature in black ink, appearing to read 'Sandra Dowling', with a stylized flourish at the end.

Sandra Dowling (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
8 June 2022

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OSB (HOLDCO 1) LIMITED

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STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 MARCH 2021

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	Note	2021 £	2020 £
Impairment of investment	4	(15,000,000)	-
<b>Operating loss</b>	4	<b>(15,000,000)</b>	-
Tax on loss	6	-	-
<b>Loss for the financial year</b>		<b>(15,000,000)</b>	-

There were no recognised gains and losses for 2021 or 2020 other than those included in the statement of comprehensive income.

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

The notes on pages 12 to 19 form part of these financial statements.

**OSB (HOLDCO 1) LIMITED**  
**REGISTERED NUMBER: 08779678**

**BALANCE SHEET**  
**AS AT 31 MARCH 2021**

	Note	2021 £	2020 £
<b>Current assets</b>			
Debtors	8	66	116
		<u>66</u>	<u>116</u>
Creditors: amounts falling due within one year	9	(20,296,132)	(5,950,360)
<b>Net current liabilities</b>		<u>(20,296,066)</u>	<u>(5,950,244)</u>
<b>Total assets less current liabilities</b>		<u>(20,296,066)</u>	<u>(5,950,244)</u>
<b>Net liabilities</b>		<u>(20,296,066)</u>	<u>(5,950,244)</u>
<b>Capital and reserves</b>			
Called up share capital	10	202	202
Capital contribution	9	654,178	-
Retained earnings		(20,950,446)	(5,950,446)
<b>Total debt</b>		<u>(20,296,066)</u>	<u>(5,950,244)</u>

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

*M Hood*  
M Hood (Jun 8, 2022 14:30 GMT+1)

**M J Hood**  
**Director**

Date: 8 June 2022

The notes on pages 12 to 19 form part of these financial statements.

**OSB (HOLDCO 1) LIMITED**

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

	Called up share capital £	Capital contribution £	Retained earnings £	Total debt £
<b>At 1 April 2019</b>	<b>202</b>	<b>-</b>	<b>(5,950,446)</b>	<b>(5,950,244)</b>
<b>Total comprehensive expense for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>At 1 April 2020</b>	<b>202</b>	<b>-</b>	<b>(5,950,446)</b>	<b>(5,950,244)</b>
<b>Comprehensive expense for the year</b>				
Loss for the year	-	-	(15,000,000)	(15,000,000)
<b>Total comprehensive expense for the year</b>	<b>-</b>	<b>-</b>	<b>(15,000,000)</b>	<b>(15,000,000)</b>
Capital contribution	-	654,178	-	654,178
<b>At 31 March 2021</b>	<b>202</b>	<b>654,178</b>	<b>(20,950,446)</b>	<b>(20,296,066)</b>

The notes on pages 12 to 19 form part of these financial statements.

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## OSB (HOLDCO 1) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

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#### 1. General information

OSB (Holdco 1) Limited is an investment holding company.

The company is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is 7A Howick Place, London, SW1P 1DZ.

#### 2. Accounting policies

##### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland ("FRS102") and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

##### 2.2 Going concern

The company incurred a net loss of £15,000,000 during the year ended 31 March 2021 (31 March 2020: £NIL), had a net current liability position of £20,296,066 (2020: net current liabilities of £5,950,244).

The Directors have prepared the financial statements on a going concern basis due to the financial support of the ultimate parent entity, Land Securities Group PLC. The Directors have received confirmation from Land Securities Group PLC that, for at least the next 12 months, they will support the company such that it can meet its liabilities as they fall due, but only to the extent that money is not otherwise available to the company to meet such liabilities. It is understood that this support will remain in place until revoked and there is no expectation this will occur in the foreseeable future. The Directors have therefore prepared the financial statements on a going concern basis.

##### 2.3 Exemptions for qualifying entities under FRS 102

The company has taken advantage of the exemption, under FRS 102 paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company (as at 31 March 2021), U and I Group Limited (formerly U and I Group PLC), includes the company's cash flows in its own consolidated financial statements.

The financial statements contain information about OSB (Holdco 1) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent undertaking, as at 31 March 2021, U and I Group Limited (formerly U and I Group PLC).

This company discloses transactions with related parties which are not wholly owned within the U and I Group as at 31 March 2021. It does not disclose transactions with members of the U and I Group that are wholly owned.

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**OSB (HOLDCO 1) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2021**

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**2. Accounting policies (continued)**

**2.4 Taxation**

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the company can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**2.5 Investments**

Investments in subsidiaries are measured at cost less accumulated impairment with any changes to be recognised in the Statement of comprehensive income. Management undertake an annual review of the carrying value of its investments to establish if there is any impairment to its value based on the performance of the underlying asset and external evidence. Income from investments relates to dividends received from subsidiaries which are recognised when the right to receive payment is established.

**2.6 Financial instruments**

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors and loans to and from group undertakings.

**Financial assets**

Cash and cash equivalents – Cash comprises cash in hand and on-demand deposits less overdrafts. Cash equivalents comprise short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Debtors – Trade and other debtors are recognised at the original transaction value and subsequently measured at amortised cost. A provision for impairment is established where there is objective evidence that the company will not be able to collect all amounts due according to the

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## OSB (HOLDCO 1) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2021

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#### 2. Accounting policies (continued)

##### 2.6 Financial instruments (continued)

original terms of the receivables concerned. To measure the expected credit loss of trade debtors, the company has reviewed aged balances on an individual debtor basis. The company has based its assessment on previous bad debts, current trading conditions of the debtor and future expectations. As at 31 March 2021, the company considered the impact of the Covid-19 pandemic when assessing the impairment of debtors.

Creditors – Creditors are recognised at the original transaction value and subsequently measured at amortised cost.

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements in accordance with FRS 102 requires the use of certain critical accounting estimates and judgements. It also requires management to exercise judgement in the process of applying the company's accounting policies. Not all of these accounting policies require management to make difficult, subjective or complex judgements or estimates. 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. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates. The following is intended to provide an understanding of the policies that management consider critical because of the level of complexity, judgement or estimation involved in their application and their impact on the financial statements.

##### Debtors

The company assesses, on a forward-looking basis, the expected credit losses associated with its trade debtors. The recoverability of the debtors will be reviewed at the reporting date and adjusted on a contract-by-contract basis as necessary. To measure the expected credit loss of trade debtors, the company has reviewed aged balances on an individual debtor basis. The company has based its assessment on previous bad debts, current trading conditions of the debtor and future expectations. As at 31 March 2021, the company considered the impact of the Covid-19 pandemic when assessing the impairment of debtors.

##### Investments

Investments in subsidiaries are measured at cost less accumulated impairment with any changes to be recognised in the Statement of comprehensive income. Management undertake an annual review of the carrying value of its investments to establish if there is any impairment to its value based on the performance of the underlying asset and external evidence.



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**OSB (HOLDCO 1) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2021**

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**4. Operating (loss)/result**

The operating loss is stated after charging:

The auditors remuneration for the statutory audit of the company of £4,000 (31 March 2020: £2,625) has been borne by U and I Group Limited (formerly U and I Group PLC), the ultimate parent company as at 31 March 2021.

On 2 September 2020, the company's 100% owned subsidiary, OSB (Holdco 2) Ltd, sold a majority share of its holding in Orion Shepherd Bush Limited to YC SBM Holdings Limited, retaining a 24.5% interest in the underlying group that holds a long leasehold property in Shepherd's Bush, West London. As part of the disposal, the Company acquired the external debt owed by its subsidiary debt for £15,000,000 from its external lender. The debt was subsequently waived, with OSB (Holdco 2) Ltd. As this was a inter-group transaction on the waiving on the debt an Investment was created. This has subsequently been impaired at year end. As a result of the transaction steps undertaken, a net loss of £15,000,000 was recognised in the company.

**5. Employees**

The company has no employees other than the Directors (31 March 2020: none). Their remuneration, including pension costs, is not borne directly by the company but by U and I Group Limited (formerly U and I Group PLC). The entity did not incur any costs in relation to salaries recharged (year ended 31 March 2020: £NIL).

**6. Taxation**

	2021 £	2020 £
<b>Total current tax</b>	-	-
<b>Deferred tax</b>		
<b>Total deferred tax</b>	-	-
<b>Taxation on profit on ordinary activities</b>	-	-

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**OSB (HOLDCO 1) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2021**

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**6. Taxation (continued)**

**Factors affecting tax charge for the year**

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

	2021 £	2020 £
(Loss)/result on ordinary activities before tax	<u>(15,000,000)</u>	<u>-</u>
(Loss)/result on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	<u>(2,850,000)</u>	<u>-</u>
<b>Effects of:</b>		
Impairment of investment	<u>2,850,000</u>	<u>-</u>
<b>Total tax charge for the year</b>	<u>-</u>	<u>-</u>

**Factors that may affect future tax charges**

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. At the balance sheet date, the proposal to increase the rate to 25% had not been substantively enacted, substantive enactment occurred on 24 May 2021, therefore, its effects are not included in these financial statements.

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**OSB (HOLDCO 1) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2021**

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**7. Investments**

	<b>Investments in subsidiary companies £</b>
<b>Cost</b>	
Additions	15,000,000
At 31 March 2021	<u>15,000,000</u>
<b>Impairment</b>	
Charge for the period	15,000,000
At 31 March 2021	<u>15,000,000</u>
<b>Net book value</b>	
At 31 March 2021	<u><u>-</u></u>
At 31 March 2020	<u><u>-</u></u>

During the year the Company acquired an external debt owed by its subsidiary, OSB (Holdco 2) Limited for £15,000,000. This is deemed to be a further investment in OSB (Holdco 2) Limited. The investment has subsequently been impaired.

The following is a subsidiary undertaking of the Company. The country of incorporation is England and the registered address is the same as that of OSB (Holdco 1) Limited.

Name	Class of shares	Holding
OSB (Holdco 2) Limited	Ordinary	100%

**8. Debtors**

	<b>2021 £</b>	<b>2020 £</b>
Amounts owed by group undertakings	-	50
Other debtors	66	66
	<u>66</u>	<u>116</u>

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

During the year, the Company lent its subsidiary £15,000,000 to repay a debt owed to an external lender. The inter company debtor has subsequently been waived.

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**OSB (HOLDCO 1) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2021**

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**9. Creditors: Amounts falling due within one year**

	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
Amounts owed to group undertakings	<b>20,296,132</b>	5,296,182
Amounts owed to other participating interests	-	654,178
	<b><u>20,296,132</u></b>	<b><u>5,950,360</u></b>

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

As part of the transaction on 2 September 2020, U and I Group Limited (formerly U and I Group PLC) acquired the remaining shares in the company from Orion Land & Leisure Ltd. The previous amounts owed to Orion Land & Leisure were waived at the same time.

The company's 100% owned subsidiary, OSB (Holdco 2) Ltd, sold a majority share of its holding in Orion Shepherd Bush Limited to YC SBM Holdings Limited, retaining a 24.5% interest in the underlying group that holds a long leasehold property in Shepherd's Bush, West London. As part of the disposal, the Company acquired the external debt owed by its subsidiary debt for £15,000,000 from its external lender. The debt was subsequently waived.

The company have allocated £654,178 to capital contribution on the waiving of participating interest.

**10. Share capital**

	<b>2021</b>	<b>2020</b>
	<b>£</b>	<b>£</b>
<b>Allotted, called up and fully paid</b>		
10,000 (2020 - 10,000) B Shares shares of £0.01 each	<b>100</b>	100
102 (2020 - 102) Ordinary shares of £1.00 each	<b>102</b>	102
	<b><u>202</u></b>	<b><u>202</u></b>

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**OSB (HOLDCO 1) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2021**

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**11. Post balance sheet events**

On 14 December 2021, LS Development Holdings Limited, a newly formed wholly-owned indirect subsidiary of Land Securities Group PLC, acquired 100% of the share capital of U and I Group Limited (formerly U and I Group PLC) for a cash consideration of £187 million. U and I Group Limited (formerly U and I Group PLC) delisted from the London Stock Exchange on 15 December 2021.

**12. Controlling party**

The immediate parent company is U and I Group Limited (formerly U and I Group PLC). As at 31 March 2021, the ultimate parent and controlling company of the largest and the smallest group of which OSB (Holdco 1) Limited is a member and for which consolidated financial statements are produced was U and I Group Limited (formerly U and I Group PLC).

Copies of the 31 March 2021 annual report and financial statements of U and I Group can be obtained from 7A Howick Place, London, SW1P 1DZ.

On 14 December 2021, LS Development Holdings Limited acquired 100% of the share capital in U and I Group Limited (formerly U and I Group PLC). With effect from this date, the ultimate parent and controlling company of OSB (Holdco 1) Limited is Land Securities Group PLC.

All companies are incorporated in Great Britain and registered in England and Wales.