

Registered Company Number: 09496495

Arcade Holloway Limited

Directors' Report and Financial Statements

For the year ended 30 September 2023



Arcade Holloway Limited
Directors' Report and Financial Statements
For the year ended 30 September 2023

Registered Company Number: 09496495

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Arcade Holloway Limited**Registered Company Number: 09496495****Directors' Report****For the year ended 30 September 2023**

The Directors present their report and the audited financial statements for Arcade Holloway Limited ("the Company") for the year ended 30 September 2023. The Directors' Report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006. The Company has taken an exemption from the requirement to prepare a strategic report under section 414B of the Companies Act 2006.

Principal activities

The Company is a private company limited by shares, incorporated in the United Kingdom. Its principal activities are to lease student accommodation and provide property management, maintenance, consultancy and other operating services to the investment property owner ("Property Company") pursuant to the terms of the operating lease in place between the Company and Property Company. The Company and its other affiliated companies are subsidiaries of IQSA Holdco Limited ("the Group"), incorporated and registered in Jersey and listed on The International Stock Exchange in Guernsey.

Future Developments

The Directors expect that the Company will continue to operate in its current capacity for the foreseeable future.

Results and dividends

The profit before taxation for the year was £79k (2022: £38k), the full results for the year are set out on page 9.

The Directors do not recommend the payment of a dividend in the current year (2022: £nil).

Directorships

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

James Neil Mortimer

Michael David Vrana

Matthew Scott Loughlin

Dushyant Singh Sangar

Gemma Nandita Katakya (resigned on 24 February 2023)

Rachana Gautam Vashi (appointed on 24 February 2023)

Financial risk management*Credit risk*

Credit risk occurs when a counterparty to a financial instrument fails to discharge an obligation to the Company. It may occur through receivables, or cash and cash equivalents held at banks. The Company's receivables relate principally to amounts due from other affiliated companies and students. Management monitors the ability of these debtors to meet their obligations on an ongoing basis. Expected credit loss has been calculated as outlined in Note 2.2.1.

Interest rate risk

The Company finances its operations with cash generated by operations, and short term intercompany advances that are interest free. Therefore, the Company has limited exposure to interest rate risk.

Arcade Holloway Limited
Directors' Report (continued)
For the year ended 30 September 2023

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Financial risk management (continued)

Liquidity and cash flow risk

The Company finances its operations with cash generated by operations, and intercompany advances. Management mitigates this risk through monitoring cash flow forecasts.

The Group entered into a debt facility in 2020. The Company, along with other entities in the Group, acts as a guarantor and obligor and could be liable to settle some or all of the drawn facility in the event of default. The Directors assessed the likelihood of the drawn facility entering default and concluded that it is not probable. The Directors consider, therefore, there is limited risk to the Company.

Directors' indemnities and insurance

The Company has agreed to indemnify each director and other officer throughout the year and at the date of approval of the financial statements against liabilities incurred in relation to acts of omissions arising in the ordinary course of their duties. The indemnity applies only to the extent permitted by law. The Company has in place appropriate third party Directors & Officers Liability insurance cover in respect of potential legal action against its directors and officers. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report. This indemnity is subject to the conditions set out in the Companies Act 2006.

Political donations

The Company has not made any political donations during the year (2022: £nil).

Independent auditor

The Directors note that Ernst & Young LLP were duly appointed as auditor of the Company (the Auditor) for the financial year ended 30 September 2023. It is hereby resolved that the Auditor be deemed re-appointed in accordance with Section 487 of the Companies Act 2006.

Registered office

The registered office of the Company is 7th Floor Cottons Centre, Cottons Lane, London, SE1 2QG, United Kingdom.

Statement of Directors' responsibilities in respect of the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", Companies Act 2006 and applicable UK 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.

Arcade Holloway Limited
Directors' Report (continued)
For the year ended 30 September 2023

Registered Company Number: 09496495

Statement of Directors' responsibilities in respect of the financial statements (continued)

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

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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.

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.

Directors' confirmations as to disclosure of information to the auditor

In the case of each Director in office at the date the Directors' Report is approved:

- to the best of each director's knowledge and belief, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Going Concern

The Directors consider it reasonable to adopt the going concern basis in preparing the financial statements for the year ended 30 September 2023. The Company has received a letter of support and confirmation from IQSA Holdco Limited ("the Group") that, should it be necessary, the Group will support the Company for the going concern period to 30 June 2025 (the "Relevant Period").

The Company is expected to continue as a going concern for the Relevant Period, with no material commitments or undisclosed off-balance arrangements that would impact its ability to meet its liabilities as they fall due, in addition to its documented letter of support from IQSA Holdco Limited. In assessing the ability of the Group to provide this support, the Group's Directors have prepared two cash flow scenarios, a "base case" and a "severe but plausible downside scenario" for the Relevant Period.

Under the base case, the Group remains in a positive cash position for the existing operating business throughout the Relevant Period. Under the severe but plausible downside scenario, there is sufficient free cash headroom, and it is the Group Directors' expectation that the Group will remain in compliance with its covenants of its individual financing arrangements.

Arcade Holloway Limited
Directors' Report (continued)
For the year ended 30 September 2023

Registered Company Number: 09496495

Going Concern (continued)

Both scenarios assume that the Group's shareholders will provide additional support to fund specific committed development cash requirements and premiums to enter certain interest rate hedges required to extend the Group's existing debt facilities. A capped letter of support for £271.3m from the Group's shareholders has been provided to the Group in relation to these cash requirements. In addition, the Group's shareholders have confirmed that any repayment terms related to current or future shareholder loans between the Group (as borrower) and the shareholders (as lenders), will be extended for a further period or periods such that they do not require repayment within the Relevant Period.

The Relevant Period considered by the Group Directors has been extended to 30 June 2025, beyond the minimum 12-month time horizon. Both cash flow scenarios assume that the Group's Balance Sheet facility is refinanced before May 2025, when the final extension period expires. The Group Directors therefore concluded it appropriate to consider the status of refinancing these facilities in their assessment and extended the Relevant Period to include this significant event.

The Group successfully refinanced the CMBS debt facility of £540.2m on 15 February 2024.

In addition, the Group has started to engage with lenders regarding the refinancing of the Balance Sheet debt facility of £2,359.3m, but as at the date of approval of these financial statements, discussions remain at an early stage. However, based on the proven ability of the Group and its shareholders to successfully arrange large debt facilities (most recently shown through the refinance of the CMBS facility in February 2024), combined with strong relationships with lenders, expected loan to value ratios / forecast performance of the assets and current market sentiment in favour of lending against PBSA assets, the Directors are confident the Group will be able to refinance ahead of the facility maturity date.

Accordingly, after making enquiries and having considered forecasts and appropriate sensitivities, the Directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the Relevant Period, being the period to 30 June 2025. However, in reaching this conclusion, the Directors note that the process of refinancing the Balance Sheet debt facility is only at an early stage and until a refinancing is completed the specific circumstances of this facility results in the existence of a material uncertainty which may cast significant doubt over the Group's, and therefore the Company's, ability to continue as a going concern.

The financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

Subsequent events

There have been no significant events since the year end.

On behalf of the Board

DocuSigned by:



James Neil Mortimer

Director

25 March 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ARCADE HOLLOWAY LIMITED

Opinion

We have audited the financial statements of Arcade Holloway Limited (the 'company') for the year ended 30 September 2023 which comprise the Statement of Profit and Loss, the Statement of Financial Position, the Statement of changes in equity and the related notes 1 to 14, 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 FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 September 2023 and of its profit 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.

Material uncertainty relating to going concern

We draw attention to Note 2.1.2 to the financial statements, which describe the uncertainty relating to IQSA Holdco Limited, the intermediate parent undertaking, who has provided a letter of support to the company, being able to successfully refinance its Balance Sheet debt facility of £2,359.3m due in May 2025. As stated in Note 2.1.2, these events or conditions, along with other matters as set forth in note 2.1.2, indicates that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's 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 this 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 the 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' exemption in preparing the directors' report and from the requirements to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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 or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. 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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework, namely FRS 101 and Companies Act 2006, and the relevant tax regulations in the United Kingdom, including the UK REIT regulations.
- We understood how the company is complying with those frameworks by making enquiries of management and those charged with governance. We then assessed the culture of honesty and ethical behaviour in the company, and the processes in place to reward such behaviour and reprimand behaviour not in keeping with these values. We corroborated our inquiries through inspection of the iQ group policies, board minutes and through inspection of whistleblowing reports made to the company's ethics hotline during the year.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by understanding how management is incentivised, and if any assets may be a risk of misappropriation.

- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved identifying any instances of management override of controls through inquiry with those charged with governance and employees in the business and through testing of journal entries exhibiting higher risk criteria and inspecting the documentation supporting those journal entries to challenge whether the transaction was genuine. We also made formal inquiries of the company's in house legal counsel and inspected minutes of meetings to identify non-compliance.

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.

DocuSigned by:

Ernst & Young LLP

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Claire Johnson (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

25 March 2024

Arcade Holloway Limited
Statement of Profit and Loss
For the year ended 30 September 2023

Registered Company Number: 09496495

		Year ended 30-Sep-23 £'000	Year ended 30-Sep-22 £'000
	Notes		
Revenue	3	3,706	2,400
Cost of sales		<u>(3,278)</u>	<u>(1,908)</u>
Gross profit		428	492
Administrative expenses		(355)	(455)
Operating profit	4	<u>73</u>	<u>37</u>
Interest receivable and similar income	6	6	1
Profit before taxation		<u>79</u>	<u>38</u>
Income tax credit/(expense)	7	29	(35)
Profit for the year		<u><u>108</u></u>	<u><u>3</u></u>

All of the results stated above relate to continuing operations. Aside from the above, the Company has no other items of comprehensive income or loss. Consequently, no separate statement of comprehensive income is presented.

The notes on pages 12 to 20 form an integral part of these financial statements.

Arcade Holloway Limited
Statement of Financial Position
As at 30 September 2023

Registered Company Number: 09496495

		As at 30-Sep-23 £'000	As at 30-Sep-22 £'000
	Notes		
Current assets			
Trade and other receivables	8	2,857	2,094
Cash and cash equivalents	9	520	624
Total current assets		3,377	2,718
Total assets		3,377	2,718
 Creditors - amounts falling due within one year	 10	 (2,946)	 (2,395)
Net current assets		431	323
Net assets		431	323
 Equity			
Called up share capital	11	-	-
Retained earnings	11	431	323
Total equity		431	323

The financial statements on pages 9 to 11 and the accompanying notes on pages 12 to 20 were approved by the board of directors and authorised for issue on 25 March 2024 and are signed on its behalf by:

DocuSigned by:

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James Neil Mortimer
Director

Arcade Holloway Limited
Statement of Changes in Equity
For the year ended 30 September 2023

Registered Company Number: 09496495

	Called up share capital	Retained earnings	Total equity
	£'000	£'000	£'000
Balance at 1 October 2021	-	320	320
Year ended 30 September 2022			
Profit for the year	-	3	3
Balance at 30 September 2022	-	323	323
Year ended 30 September 2023			
Profit for the year	-	108	108
Balance at 30 September 2023	-	431	431

The notes on pages 12 to 20 form an integral part of these financial statements.

Arcade Holloway Limited
Notes to the Financial Statements
For the year ended 30 September 2023

Registered Company Number: 09496495

1. General information

The Company is a private company, limited by shares, incorporated in the United Kingdom. Its principal activities are described in the Directors' Report. The Company is an indirect wholly owned subsidiary of IQSA Holdco Limited, incorporated and registered in Jersey.

2. Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. Amounts are presented in pounds sterling, which is also the functional currency of the Company, rounded to the nearest one thousand pounds sterling, unless otherwise stated.

2.1 Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") and the Companies Act 2006.

The financial statements have been prepared under the historical cost convention. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in Note 2.1.1.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 30 September 2023.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- The following paragraphs of IAS 1, 'Presentation of financial statements':
10(d) (statements of cash flows)
111 (cash flow statement information), and
134-136 (capital management disclosures).
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- The following paragraphs of IFRS 16, 'Leases':
52 (disclosing the leases for which the Company is a lessee),
89 (second sentence),
90 and 91 (finance and operating lease disclosure in tabular format),
93 (significant changes in carrying amount of net investment in finance leases), and
97 (disclosing the maturity analysis of lease payments for leases in which the Company is a lessor).
- Paragraphs 91 to 99 of IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

Arcade Holloway Limited
Notes to the Financial Statements (continued)
For the year ended 30 September 2023

Registered Company Number: 09496495

2. Significant accounting policies (continued)

2.1 Basis of preparation (continued)

- The requirements in IAS 24, 'Related party disclosures':
to disclose related party transactions between two or more wholly owned members of a group;
paragraph 17 (key management compensation); and paragraph 18A related to key management
service provided by a separate management entity.

Disclosure exemptions for subsidiaries are permitted where the relevant disclosure requirements are met in the consolidated financial statements. Where required, relevant disclosures are given in the Group financial statements of IQSA Holdco Limited. Copies of the consolidated financial statements are publicly available, as outlined in Note 13.

2.1.1 Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. These estimates and assumptions are subject to uncertainty as they are based on the outcome of future events. 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.

The only estimate that has a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year is the provision for expected credit loss of trade receivables in line with IFRS 9, outlined in Note 2.2.1.

2.1.2 Going concern

The Directors consider it reasonable to adopt the going concern basis in preparing the financial statements for the year ended 30 September 2023. The Company has received a letter of support and confirmation from IQSA Holdco Limited ("the Group") that, should it be necessary, the Group will support the Company for the going concern period to 30 June 2025 (the "Relevant Period").

The Company is expected to continue as a going concern for the Relevant Period, with no material commitments or undisclosed off-balance arrangements that would impact its ability to meet its liabilities as they fall due, in addition to its documented letter of support from IQSA Holdco Limited. In assessing the ability of the Group to provide this support, the Group's Directors have prepared two cash flow scenarios, a "base case" and a "severe but plausible downside scenario" for the Relevant Period.

Under the base case, the Group remains in a positive cash position for the existing operating business throughout the Relevant Period. Under the severe but plausible downside scenario, there is sufficient free cash headroom, and it is the Group Directors' expectation that the Group will remain in compliance with its covenants of its individual financing arrangements.

Both scenarios assume that the Group's shareholders will provide additional support to fund specific committed development cash requirements and premiums to enter certain interest rate hedges required to extend the Group's existing debt facilities. A capped letter of support for £271.3m from the Group's shareholders has been provided to the Group in relation to these cash requirements. In addition, the Group's shareholders have confirmed that any repayment terms related to current or future shareholder loans between the Group (as borrower) and the shareholders (as lenders), will be extended for a further period or periods such that they do not require repayment within the Relevant Period.

Arcade Holloway Limited
Notes to the Financial Statements (continued)
For the year ended 30 September 2023

Registered Company Number: 09496495

2. Significant accounting policies (continued)

2.1.2 Going concern (continued)

The Relevant Period considered by the Group Directors has been extended to 30 June 2025, beyond the minimum 12-month time horizon. Both cash flow scenarios assume that the Group's Balance Sheet facility is refinanced before May 2025, when the final extension period expires. The Group Directors therefore concluded it appropriate to consider the status of refinancing these facilities in their assessment and extended the Relevant Period to include this significant event.

The Group successfully refinanced the CMBS debt facility of £540.2m on 15 February 2024.

In addition, the Group has started to engage with lenders regarding the refinancing of the Balance Sheet debt facility of £2,359.3m, but as at the date of approval of these financial statements, discussions remain at an early stage. However, based on the proven ability of the Group and its shareholders to successfully arrange large debt facilities (most recently shown through the refinance of the CMBS facility in February 2024), combined with strong relationships with lenders, expected loan to value ratios / forecast performance of the assets and current market sentiment in favour of lending against PBSA assets, the Directors are confident the Group will be able to refinance ahead of the facility maturity date.

Accordingly, after making enquiries and having considered forecasts and appropriate sensitivities, the Directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the Relevant Period, being the period to 30 June 2025. However, in reaching this conclusion, the Directors note that the process of refinancing the Balance Sheet debt facility is only at an early stage and until a refinancing is completed the specific circumstances of this facility results in the existence of a material uncertainty which may cast significant doubt over the Group's, and therefore the Company's, ability to continue as a going concern.

The financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

2.1.3 New standards, amendments and IFRIC interpretations

No new accounting standards, or amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 30 September 2023, have had a material impact on the Company.

2.2.1 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost, using the effective interest method, less a provision for expected credit loss. A provision for expected credit loss of trade receivables is established based on an expected credit loss model applying the simplified approach, which uses a lifetime expected loss allowance for all trade receivables and other receivables.

2.2.2 Amounts due from group undertakings

Amounts due from group undertakings are initially recognised at fair value. They are subsequently recorded at amortised cost less expected credit losses. The Company assesses on a forward-looking basis, the expected credit losses associated with its amounts due from group undertakings.

Arcade Holloway Limited
Notes to the Financial Statements (continued)
For the year ended 30 September 2023

Registered Company Number: 09496495

2. Significant accounting policies (continued)

2.3 Cash and cash equivalents

Cash and cash equivalents includes cash in hand balances, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or fewer. Although the Company does not utilise any bank overdrafts, were an overdrawn position to be shown at the end of reporting period, it would be disclosed within borrowings in current liabilities.

2.4 Share capital

Shares are classified as equity when there is no obligation to transfer cash or other assets. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

2.5.1 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Creditors are initially recorded at fair value and subsequently at amortised cost.

2.5.2 Amounts owed to group undertakings

Amounts owed to group undertakings are initially recorded at fair value and subsequently recorded at amortised cost.

2.6 Income Tax

The tax expense for the period comprises current and deferred income taxes. Tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in retained earnings. In this case, the tax is also recognised in other comprehensive income or directly in retained earnings respectively.

Current income tax is the expected tax payable on the taxable profit for the year, together with any adjustment to the tax payable in relation to previous periods. Taxable profit differs from the profit before tax, as reported in the Statement of Profit and Loss, because it excludes items of income or expense taxable or deductible in other accounting periods, as well as items that will never be taxable or deductible. The current tax charge is calculated using tax rates that are enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax law is subject to interpretation, and establishes provisions, where appropriate, based on amounts expected to be paid to the tax authorities.

Deferred income tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases and is accounted for using the balance sheet liability method. Deferred income tax liabilities are provided in full, and deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill, or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither taxable profit nor accounting profit.

Arcade Holloway Limited
Notes to the Financial Statements (continued)
For the year ended 30 September 2023

Registered Company Number: 09496495

2. Significant accounting policies (continued)

2.7 Revenue recognition

Revenue includes rental income from property leased out under operating leases (comprising direct lets to students and leases to Universities), and other ancillary income from properties. Rental income from short term tenants is recognised on a straight-line basis over the lease term. When the Company provides incentives to its tenants, the cost of incentives is recognised over the lease term, on a straight-line basis, as a reduction of rental income. Rental income from long term Universities lettings is uplifted by a) Retail Price Index, b) fixed percentage or a combination of both at every anniversary of the lease. Fixed percentage uplifts are recognised on a straight-line basis over the term of the lease and the Retail Price Index uplifts are reflected periodically in line with the lease terms. The Company recognises other ancillary income when the relevant performance obligation has been met.

2.8 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right use the asset or assets, even if that right is not explicitly specified in the arrangement.

Company as a lessee

The Company is a lessee on a turnover lease from a Property Company within the Group, rental payments are fully variable in nature to the Property Company and therefore accounted for in the Statement of Profit and Loss on a systematic basis in accordance with IFRS 16.

Company as a lessor

The Company is a lessor in operating leases with students to provide accommodation. The leases with students are all short term in nature and do not transfer substantially all the risks and rewards of ownership of an asset. Contingent rents, being lease payments received on turnover rents, are variable consideration and are recognised as revenue in the reporting period in which they are earned.

3 Revenue

100% of the revenue earned by the Company is through assets held in the United Kingdom.

Analysis of revenue by category	Year ended 30-Sep-23 £'000	Year ended 30-Sep-22 £'000
Rental income	3,664	2,370
Other ancillary income	42	30
	<u>3,706</u>	<u>2,400</u>

Income is primarily derived through a mixture of academic year contracted rental agreements with students, longer term leases with Universities. All rental income arises from investment properties the Company operates under operating leases and does not own. Other ancillary income is primarily made up of laundry income, cancellations fee and private residential rental income.

The future minimum undiscounted lease payments collectable under non-cancellable operating leases was £3,546,000 at the year end (2022: £2,232,000).

Arcade Holloway Limited
Notes to the Financial Statements (continued)
For the year ended 30 September 2023

Registered Company Number: 09496495

4 Operating Profit before taxation

	Year ended 30-Sep-23 £'000	Year ended 30-Sep-22 £'000
Operating profit before taxation is stated after charging:		
Wages and salaries	157	141
Social security costs	10	11
Other pension costs	3	3
Staff Costs	<u>170</u>	<u>155</u>
Expected credit loss of trade receivables	36	21
Operating lease expenses	2,407	1,145
Auditor's remuneration (Audit services only)	8	7

Cost of sales arose solely on leased investment properties which generated rental income. These costs comprise of insurance, marketing, site staff and general maintenance and repair costs of maintaining the properties to a high standard. These expenses totalled £871,000 (2022: £761,000). Additionally, payments made in respect of operating lease payments to the Property Company totalled £2,407,000 (2022: £1,145,000). Terms of the lease are outlined in Note 12.

5 Employees and Directors

No staff members were directly employed by the Company during the year (2022: no staff). The staff costs were £170,000 (2022: £155,000) as outlined in Note 4 and are recharged to the Company by a member of the Group.

Directors are paid by other companies in the Group and recharged accordingly across the Group. There were no emoluments recharged to or paid directly from the Company in the year (2022: no emoluments). No directors received remuneration in the year for qualifying services to the Company, including that paid by other companies in the Group on behalf of the Company (2022: £nil).

6 Interest receivable and similar income

	Year Ended 30-Sep-23 £'000	Year Ended 30-Sep-22 £'000
Other interest receivable	<u>6</u>	<u>1</u>
	<u>6</u>	<u>1</u>

Arcade Holloway Limited
Notes to the Financial Statements (continued)
For the year ended 30 September 2023

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7 Income tax (credit)/expense

	30-Sep-23 £'000	30-Sep-22 £'000
(a) Tax (credit)/expense included in profit and loss		
Current tax:		
Current tax on the profit for the year	6	35
Adjustments to current tax in respect of prior periods	(35)	-
Total current tax (credit)/expense	<u>(29)</u>	<u>35</u>
(b) Total tax reconciliation		
Profit before taxation	79	38
Tax at the main rate of UK corporation tax of 22% (2022: 19%)	<u>17</u>	<u>7</u>
Effects of:		
(Income not taxable)/losses not deductible under the REIT regime	(11)	28
Prior period adjustment to current tax	(35)	-
Total tax (credit)/expense included in profit and loss	<u>(29)</u>	<u>35</u>

As the Group, of which the Company is a part, is a UK Real Estate Investment Trust ("REIT"), the profits and gains of its property rental business are not subject to UK corporation tax so long as the REIT conditions are met. Profits and gains outside of the property rental business are subject to UK corporation tax of 25% for profits arising from 1 April 2023 (2022: 19%). The weighted average tax rate for 2023 was 22% (2022: 19%).

8 Trade and other receivables

	30-Sep-23 £'000	30-Sep-22 £'000
Trade receivables	667	615
Amounts owed by group undertakings	2,145	1,452
Prepayments	30	20
Accrued income	15	7
	<u>2,857</u>	<u>2,094</u>

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable upon demand.

Trade receivables represents balances with tenants in relation to the letting of units in the investment property. Trade receivables are stated after expected credit losses of £106,000 (2022: £72,000).

9 Cash and cash equivalents

	30-Sep-23 £'000	30-Sep-22 £'000
Cash at bank and in hand	520	624
	<u>520</u>	<u>624</u>

Arcade Holloway Limited
Notes to the Financial Statements (continued)
For the year ended 30 September 2023

Registered Company Number: 09496495

10 Creditors - amounts falling due within one year

	30-Sep-23	30-Sep-22
	£'000	£'000
Amounts owed to group undertakings	1,227	839
Trade payables	16	7
Taxation and social security	8	37
Deferred income	1,512	1,327
Accruals	169	165
Other creditors	14	20
	<u>2,946</u>	<u>2,395</u>

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable upon demand. Included within Other creditors are the security deposits of £14,000 (2022: £14,000), owed to students at the conclusion of their tenancy. Deferred income is advance payments of rental income received, not recognised as income until earned.

11 Equity

	30-Sep-23	30-Sep-22
	£'000	£'000
Authorised, issued and fully paid:		
100 (2022: 100) ordinary shares of £1 each (2022: £1)	<u>-</u>	<u>-</u>

Retained earnings includes all current and prior period retained profits and accumulated losses.

12 Contingent liabilities and capital commitments

There are no material contingent liabilities as at 30 September 2023 (2022: £nil).

On 14 May 2020 the Group entered into a debt facility, totalling £2,190.3m. The Company, along with other entities in the Group, acts as a guarantor and obligor and could be liable to settle some or all of the drawn facility in the event of default. The Directors have assessed the fair value of the loan guarantee under IFRS 9 and concluded that it is not significant.

At the year ended 30 September 2023 the principal balance of the facility was £2,319.4m.

The Company is included in a group VAT registration for VAT purposes and is therefore jointly and severally liable for its, and all other group companies VAT liability.

On 7 April 2015, later varied on 7 March 2018, the Company entered into 25 year lease agreements with IQSA Arcade Holloway Road S.à r.l.. Under these lease agreements, the Company has commitments to pay 97.00% of the income less operating costs that will arise from lettings of the investment property.

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Notes to the Financial Statements (continued)
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13 Ultimate controlling party

At 30 September 2023, the immediate parent of the Company was IQSA Student Holdco S.à r.l..

IQSA Holdco Limited, having its registered office at 22 Grenville Street, St. Helier, JE4 8PX, Jersey, is the parent company into which the Company's financial statements are consolidated. Copies of the consolidated financial statements are available from The International Stock Exchange in Guernsey.

The ultimate shareholders of the Group are investment funds advised by affiliates of The Blackstone Group Inc.

14 Subsequent events

There have been no significant events since the year end.