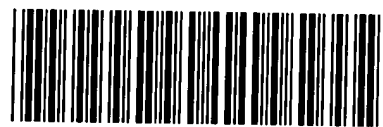


ANTHOLOGY HALE WORKS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2021

SATURDAY



ABØLQ6KA

A05

26/03/2022

#248

COMPANIES HOUSE

ANTHOLOGY HALE WORKS LIMITED

COMPANY INFORMATION

Directors

Mr Mark Dickinson (resigned 18 March 2022)
Mr Nael Khatoun
Mr Stefano Mazzoli
Mr Michael Gill
Mr David Clark
Mr Marc Evans (resigned 9 December 2021)
Mr Stephen Bangs
Mr Ian Harrison (appointed 9 December 2021)

Secretary Mr Jeremy Williams

Company number 09970963

Registered office 105-107 Bath Road
Cheltenham
Gloucestershire
United Kingdom
GL53 7PR

Auditor Deloitte LLP
London
United Kingdom

ANTHOLOGY HALE WORKS LIMITED

CONTENTS

	Page
Directors' report	1 – 2
Directors' responsibilities statement	3
Independent auditor's report	4 – 6
Statement of comprehensive income	7
Balance sheet	8
Statement of changes in equity	9
Notes to the financial statements	10 – 20

ANTHOLOGY HALE WORKS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2021

The directors present their annual report and the audited financial statements for the year ended 30 June 2021.

On 11 December 2020 the company changed its reporting date from 30 September to 30 June to align with the wider operating group. Consequently, the comparative information presented in these financial statements is for the 9-month period from 1 October 2019 to 30 June 2020.

Principal activities

The principal activity of the company is that of property development.

Directors

The directors who held office during the period and up to the date of signature of the financial statements were as follows unless otherwise stated:

Mr Mark Dickinson (resigned 18 March 2022)
Mr Nael Khatoun
Mr Stefano Mazzoli
Mr Michael Gill
Mr David Clark
Mr Marc Evans (resigned 9 December 2021)
Mr Stephen Bangs
Mr Ian Harrison (appointment 9 December 2021)

Results and dividends

The results for the period are set out on page 7. A profit of £6,134,000 (2020: restated loss of £2,442,000) was recognised in the year as sales commenced.

During the year 1 ordinary share of £1 was issued as part of the capitalisation of the loan from the parent company, Anthology Group Limited. As part of the transaction share premium of £7,564,000 arose.

No dividends were paid (2020: £nil). The directors do not recommend payment of a final dividend.

Qualifying third party indemnity provisions

The company has made qualifying third-party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Subsequent events

In August 2021, a new loan was completed to refinance the Hale Works scheme with a facility of £20,000,000 from Laxfield LLP for a 3-year term. The GLA Land and Property loan with a remaining balance at 30 June 2021 of £40,478,000 and a repayment date of September 2021 was fully repaid as part of the refinance.

Auditor

Deloitte LLP have expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed re-appointed as auditors in the absence of an annual general meeting.

Future developments

The company has a fully funded pipeline and staff in place to deliver on projects being sold. The business plans to continue sales on this site.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

ANTHOLOGY HALE WORKS LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2021

Going concern

Given the structure of the wider group and the company's operations, the company is reliant on the continued support of its intermediate parent, Anthology Group Limited ('Anthology'), to ensure the company has sufficient cash resources to enable it to meet its obligations as they fall due. The company has received a written commitment from Anthology that it will provide all financial support necessary to the company to enable it to meet its obligations as they fall due for a period no less than 12 months from the date of approval of these financial statements.

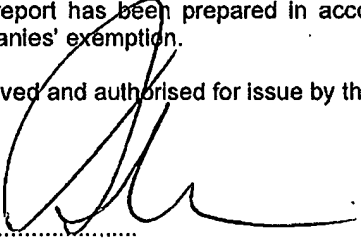
The directors have considered the ability of Anthology to provide that support. The directors have identified that, whilst Anthology's 30 June 2021 financial statements have been prepared on a going concern basis, a material uncertainty is disclosed in note 1 of those financial statements. Anthology is reliant on the completion of certain debt funding which has not yet been formally agreed with its lenders. Accordingly, Anthology may be unable to provide the support required. However, with a director in common with Anthology, the company's directors are confident that those uncertainties in Anthology will conclude as expected and that Anthology will be able to provide the support necessary to the company. Therefore, the directors have deemed it appropriate to prepare these financial statements on a going concern basis.

However, as those factors have not yet concluded at the date of approval of these financial statements, they, in combination, create a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern which in turn may result in the company being unable to realise its assets and discharge its liabilities in the normal course of business.

As a result, the directors therefore believe it is appropriate to adopt the going concern basis of accounting in the preparation of the Annual Report and financial statements.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Approved and authorised for issue by the board and signed on its behalf by:



.....
Mr David Clark
Director

Date: 23 March 2022

ANTHOLOGY HALE WORKS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 30 JUNE 2021

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework". Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

ANTHOLOGY HALE WORKS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ANTHOLOGY HALE WORKS LIMITED

Opinion

In our opinion the financial statements of Anthology Hale Works Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 30 June 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 20.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

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 Financial Reporting Council's (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 related to going concern

We draw attention to note 1 in the financial statements, which indicates the company is reliant on the support of its intermediate parent, Anthology Group Limited ('group'), which has a material uncertainty over its ability to continue as a going concern. A material uncertainty exists at a group level related to its reliance upon the completion of certain debt funding which has not yet been formally agreed with its lenders in order to be able to provide the necessary support required. As stated in note 1, these events or conditions, along with the other matters as set forth in note 1 indicate 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.

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 our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

ANTHOLOGY HALE WORKS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ANTHOLOGY HALE WORKS LIMITED

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.

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. This description forms part of our auditor's report.

Extent to which 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 material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. We considered the nature of the company's industry and its control environment and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included construction and environmental regulations:

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following area, and our specific procedures performed to address it are described below:

- The carrying value of inventories as a result of impairment due to estimation applied in forecast costs to complete and expected selling prices. We agreed construction costs to complete to third party cost forecasts; challenged the other costs to complete based on past performance and other external evidence; and challenged forecast selling prices for developments in light of historical prices achieved, reservations agreed and recent open market selling prices achieved in the locale of the development.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

ANTHOLOGY HALE WORKS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF ANTHOLOGY HALE WORKS LIMITED

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the directors' report for the financial period 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.

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 any material misstatements in the directors' report.

Matters on which we are required to report by exception

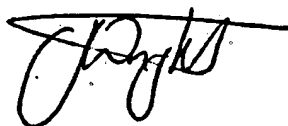
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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 requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

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.



James Wright FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom

23 March 2022

.....

ANTHOLOGY HALE WORKS LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2021

	Notes	Year ended 30 June 2021 £'000	(Restated*) Period ended 30 June 2020 £'000
Revenue	4	70,644	-
Cost of sales		(60,387)	(819)
Gross profit/(loss)		10,257	(819)
Administrative expenses		(354)	-
Other operating income		38	-
Other operating expense		(165)	-
Operating profit/(loss)	5	9,776	(819)
Finance income	8	18	-
Finance costs	9	(3,660)	(1,623)
Profit/(loss) before taxation		6,134	(2,442)
Taxation	10	-	-
Profit/(loss) for the financial year/period		6,134	(2,442)
Total comprehensive income/(expense) for the year / period		6,134	(2,442)

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

The accompanying notes on pages 10 - 20 form an integral part of these financial statements.

*See note 20.

ANTHOLOGY HALE WORKS LIMITED

BALANCE SHEET

AS AT 30 JUNE 2021

	Notes	2021 £'000	(Restated*) 2020 £'000
Non-current assets			
Right of use assets	15	57	94
		<u>57</u>	<u>94</u>
Current assets			
Inventories	11	56,852	87,533
Trade and other receivables	12	2,337	510
Cash and cash equivalents		22,358	167
		<u>81,547</u>	<u>88,210</u>
Total assets		<u>81,604</u>	<u>88,304</u>
Current liabilities			
Trade and other payables	13	(20,601)	(21,678)
Borrowings	14	(37,159)	(56,442)
Leases	15	(40)	(38)
		<u>(57,800)</u>	<u>(78,158)</u>
Net current assets		<u>23,747</u>	<u>10,052</u>
Total assets less current liabilities		<u>23,804</u>	<u>10,146</u>
Non-current liabilities			
Borrowings	14	-	-
Leases	15	(20)	(60)
		<u>(57,820)</u>	<u>(78,218)</u>
Total liabilities		<u>(57,820)</u>	<u>(78,218)</u>
Net assets		<u>23,784</u>	<u>10,086</u>
Equity			
Share capital	16	-	-
Share premium	16	26,628	19,064
Retained earnings	16	(2,844)	(8,978)
		<u>23,784</u>	<u>10,086</u>
Total equity		<u>23,784</u>	<u>10,086</u>

The accompanying notes on pages 10 - 20 form an integral part of these financial statements.

*See note 20.

The financial statements were approved by the board of directors and authorised for issue on 23 March 2022 and are signed on its behalf by:

.....
Mr David Clark
Director

Company Registration No. 09970963

ANTHOLOGY HALE WORKS LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2021

	Notes	Share capital £'000	Share premium £'000	Retained earnings £'000	Total equity £'000
Balance at 30 September 2019 (restated)	20	-	19,064	(6,536)	12,528
Period ended 30 June 2020: Loss and total comprehensive expense for the period (restated)	20	-	-	(2,442)	(2,442)
Balance at 30 June 2020 (restated)	20	-	19,064	(8,978)	10,086
Year ended 30 June 2021: Issue of shares	16	-	7,564	-	7,564
Profit and total comprehensive income for the year		-	-	6,134	6,134
Balance at 30 June 2021		-	26,628	(2,844)	23,784

The accompanying notes on pages 10 - 20 form an integral part of these financial statements.

ANTHOLOGY HALE WORKS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2021

1 Accounting policies

Company information

Anthology Hale Works Limited is a private company limited by shares incorporated in the United Kingdom and registered in England and Wales under the Companies Act 2006. The registered office is 105-107 Bath Road, Cheltenham, Gloucestershire, GL53 7PR. The nature of the company's operations and its principal activities are set out in the Directors' Report on pages 1 to 2.

1.1 Accounting policies

The company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, the company's financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

The financial statements are prepared in pounds sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £'000.

The financial statements have been prepared on a going concern basis under the historical cost convention modified to include certain financial instruments that are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or liability, the company takes in to account the characteristics of the asset or liability if market participants would take these characteristics into account when pricing the asset or liability at the measurement date.

The principal accounting policies adopted are set out below. These policies have been consistently applied to all the years/periods presented, unless otherwise stated.

The company's immediate parent undertaking, Anthology Group Limited includes the company in its consolidated financial statements. The consolidated financial statements of Anthology Group Limited are prepared in accordance with International Financial Reporting Standards (IFRSs) and are available to the public and may be obtained from 105-107 Bath Road, Cheltenham, Gloucestershire, GL53 7PR.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Cash flow statement and related notes;
- Comparative period reconciliations for share capital and fixed assets;
- Standards not yet effective;
- Certain disclosures in respect of IFRS15;
- Disclosures in respect of capital management;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions entered into between two or more members of a wholly-owned member of a group.

As the consolidated financial statements of Anthology Group Limited include the equivalent disclosures, the company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- The disclosures required by IFRS 7 and IFRS 13 regarding financial instrument disclosures have not been provided apart from those which are relevant for the financial instruments which are held at fair value and are not either held as part of trading portfolio or derivatives.

ANTHOLOGY HALE WORKS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2021

1 Accounting policies (continued)

1.2 Going concern

Given the structure of the wider group and the company's operations, the company is reliant on the continued support of its intermediate parent, Anthology Group Limited ('Anthology'), to ensure the company has sufficient cash resources to enable it to meet its obligations as they fall due. The company has received a written commitment from Anthology that it will provide all financial support necessary to the company to enable it to meet its obligations as they fall due for a period no less than 12 months from the date of approval of these financial statements.

The directors have considered the ability of Anthology to provide that support. The directors have identified that, whilst Anthology's 30 June 2021 financial statements have been prepared on a going concern basis, a material uncertainty is disclosed in note 1 of those financial statements. Anthology is reliant on the completion of certain debt funding which has not yet been formally agreed with its lenders. Accordingly, Anthology may be unable to provide the support required. However, with a director in common with Anthology, the company's directors are confident that those uncertainties in Anthology will conclude as expected and that Anthology will be able to provide the support necessary to the company. Therefore, the directors have deemed it appropriate to prepare these financial statements on a going concern basis.

However, as those factors have not yet concluded at the date of approval of these financial statements, they, in combination, create a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern which in turn may result in the company being unable to realise its assets and discharge its liabilities in the normal course of business.

1.3 Reporting period

On 11 December 2020 the company changed its reporting date from 30 September to 30 June. Consequently, the comparative information presented in these financial statements is a 9-month period from 1 October 2019 to 30 June 2020.

1.4 Revenue

Revenue is generated from the sale of individual residential homes, commercial units, freeholds and leaseholds and from contracts for the construction of homes sold to affordable housing providers. Revenue arises solely in the UK and is stated net of value added tax.

Revenue for all revenue streams is recognised upon legal completion of contracts at which point the company's performance obligations are met. Revenue recognised is measured at the agreed contract price.

Private sales via the UK sales channel typically involve a reservation of £500 to £7,000, with 10%-20% of the contract price paid upon exchange, and the remainder and help-to-buy (HTB) paid upon completion. Private sales via the non-UK sales channel are structured in the same fashion but with a reservation typically being between £500 and £15,000.

1.5 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise land and development costs in bringing the inventories to their present location and condition. Net realisable value is based on estimated selling price less cost to completion and disposal.

1.6 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks and other short term highly liquid investments with original maturities of three months or less.

1.7 Non-derivative financial instruments

Financial assets and financial liabilities are recognised in the balance sheet when the company becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are only offset, and the net amount reported in the balance sheet and statement of comprehensive income, when there is a currently enforceable legal right to offset the recognised amounts and the company intends to settle on a net basis or realise the asset and liability simultaneously.

ANTHOLOGY HALE WORKS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2021

1 Accounting policies (continued)

1.7 Non-derivative financial instruments (continued)

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Financial assets that meet the following conditions are measured subsequently at amortised cost using the effective interest rate method:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The company does not hold any financial assets that meet conditions for subsequent recognition at fair value through profit or loss (FVTPL) or at fair value through other comprehensive income (FVTOCI).

Impairment of financial assets

The company recognises a loss allowance for expected credit losses (ECL) on financial assets that are measured at amortised cost which comprise mainly trade receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. The company always recognises lifetime ECL on trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Derecognition of financial assets

The company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the company retains substantially all the risks and rewards of ownership of a transferred financial asset, the company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received. On derecognition of a financial asset at amortised cost, the difference between the asset's carrying value and the sum of the consideration received and receivable is recognised in profit and loss.

Financial liabilities

The classification of financial liabilities at initial recognition depends on the purpose for which the financial liability was issued and its characteristics. All purchases of financial liabilities are recorded on trade date, being the date on which the company becomes party to the contractual requirements of the financial liability. Unless otherwise indicated the carrying amounts of the company's financial liabilities approximate to their fair values. The company's financial liabilities consist only of financial liabilities measured at amortised cost.

ANTHOLOGY HALE WORKS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2021

1 Accounting policies (continued)

1.7 Non-derivative financial instruments (continued)

Financial liabilities measured subsequently at amortised cost

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held for trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method. The company's financial liabilities measured at amortised cost comprise trade and other payables, and loans and borrowings. The effective interest method is a method of calculating the amortised cost of a financial asset/liability and of allocating interest income/expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash receipts/payments through the expected life of the financial asset/liability or, where appropriate, a shorter period.

Derecognition of financial liabilities

A financial liability (in whole or in part) is derecognised when the company has extinguished its contractual obligations, it expires or is cancelled. On derecognition of a financial liability at amortised cost, the difference between the liability's carrying value and the sum of the consideration paid and payable is recognised in profit and loss.

1.8 Equity instruments

Financial instruments issued by the company are treated as equity only to the extent that they do not meet the definition of a financial liability. Ordinary shares are classified as equity and are recorded at the proceeds received, net of direct issue costs.

1.9 Taxation

Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax

Current tax is the expected tax payable or receivable on the taxable profit or loss for the period/year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

ANTHOLOGY HALE WORKS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2021

1 Accounting policies (continued)

1.10 Leases

The company accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- There is an identified asset;
- The company obtains substantially all the economic benefits from use of the asset; and,
- The company has the right to direct use of the asset.

The company considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease. In determining whether the company obtains substantially all the economic benefits from use of the asset, the company considers only the economic benefits that arise from use of the asset. In determining whether the company has the right to direct use of the asset, the company considers whether it directs how and for what purpose the asset is used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the company applies other applicable IFRSs rather than IFRS 16.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless this is not readily determinable, in which case the company's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted in favour of the company if it is reasonably certain to assess that option; and,
- Any penalties payable for terminating the lease, if the term of the lease has been estimated based on termination option being exercised.

Right of use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and,
- The amount of any provision recognised where the company is contractually required to dismantle, remove or restore the leased asset.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease.

When the company revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

The company did not have any finance leases.

ANTHOLOGY HALE WORKS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2021

2 Change in accounting policy

Impact of initial application of other amendments to IFRS Standards and Interpretations

In the current year, the company has applied a number of amendments to IFRS Standards and Interpretations issued by the International Accounting Standards Board (IASB) that are effective for an annual period that begins on or after 1 January 2020. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

Interest costs

The company reassessed the application of IAS 23, borrowing costs, and the approach to the capitalisation of transaction and interest costs incurred from loan finance into inventory as a qualifying asset. The conclusion drawn by management was that, whilst inventory meets the definition of a qualifying asset, an exemption could be taken from applying the scope of IAS 23 as the inventories are produced in large quantities on a repetitive basis. As a result of the change in accounting policy there was a prior year restatement to the company of £6,891,000 that had been previously capitalised into inventories which was reanalysed. Details of the impact the accounting policy change under IAS 23 has had on these financial statements are given in note 20.

3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Recoverability of inventories

Inventories are stated at the lower of cost and net realisable value. Such inventories include work in progress and completed units. Residential development is largely speculative by nature and it is normal that not all inventories are covered by forward sales contracts. To assess the net realisable value of sites in the course of construction and completed sites, the group maintains a financial appraisal of the likely revenue which will be generated when these inventories become residential properties for sale and are sold. Where the financial appraisal demonstrates that the revenue will exceed the costs of the inventories and other associated costs of constructing the residential properties, the inventories are stated at cost. Where the projected revenue is lower, the extent to which there is a shortfall is written off through the statement of comprehensive income leaving the inventories stated at net realisable value. To the extent that the revenues which can be generated change, or the final cost to complete for the site varies from estimates, the realisable value of inventories may be different. Appraisals take into account estimated achievable revenues, actual inventory and costs to complete as at each reporting date. These estimates are made by management having regard to actual sales prices, together with competitor and marketplace evidence. No impairment was recognised in the year (2020: £nil). Should there be a future significant decline in UK house pricing, impairments of land, work in progress and completed sites may be necessary.

Critical judgements

The directors have determined that, in the preparation of the financial statements, no critical judgements have been applied.

ANTHOLOGY HALE WORKS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2021

4 Revenue

Revenue represents income from the sale of individual residential homes and arises entirely in the United Kingdom.

Contract assets and liabilities

Contract assets arise when the company has right to consideration in exchange for residential housing that it has transferred to a customer but not yet invoiced. The company did not have any contract assets at the reporting date (2020: none).

Contract liabilities arise when a customer pays consideration in advance before the residential housing is transferred to the customer. The company's contract liabilities are disclosed in note 13.

5 Operating profit/(loss)

	Year ended 30 June 2021 £'000	Period ended 30 June 2020 £'000
Operating profit/(loss) for the year/period is stated after charging:		
Depreciation of right of use assets	37	29

6 Auditor's remuneration

Audit fees payable to Deloitte LLP and their associates for the audit of the company's annual accounts were £18,375 (2020: £11,000). The audit fee payable for the current period was borne by Lifestory Group Limited, a fellow group undertaking and not recharged.

Fees payable to Deloitte LLP and their associates for non-audit services to the company are not required to be disclosed because the consolidated financial statements of the parent company are required to disclose such fees on a consolidated basis.

7 Employees

The company has no employees other than directors in the current year and prior period. Directors were remunerated by sister group, Lifestory Group Limited, and their remuneration was not recharged.

8 Finance income

	Year ended 30 June 2021 £'000	Period ended 30 June 2020 £'000
Bank interest received	18	-

9 Finance costs

	Year ended 30 June 2021 £'000	(Restated) Period ended 30 June 2020 £'000
Interest on leases	3	5
Loan interest payable – bank loans	2,484	1,406
Loan interest payable – group undertakings	1,173	212
	3,660	1,623

ANTHOLOGY HALE WORKS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2021

10 Taxation

The actual charge for the year/period can be reconciled to the expected charge/(credit) for the year/period based on the profit or loss and the standard rate of tax as follows:

	Year ended 30 June 2021 £'000	(Restated) Period ended 30 June 2020 £'000
Profit/(loss) before taxation	6,134	(2,442)
	£'000	£'000
Expected tax charge/(credit) based on the standard rate of corporation tax in the UK of 19.00% (2020: 19.00%)	1,165	(464)
Unutilised tax losses carried forward	-	157
Group relief	(1,165)	-
Impact of prior period adjustment	-	(307)
Taxation charge for the year/period	-	-

Factors affecting future tax charge

Future tax charges will be affected with the UK corporation tax rate rising to 25% from 5 April 2023.

11 Inventories

	2021 £'000	(Restated) 2020 £'000
Work in progress	13,472	87,533
Completed stock	43,380	-
	56,852	87,533

Work in progress and completed stock is expected to be recovered in more than 12 months and is given as security for the company's borrowings. Included in cost of sales is £58,535,000 (2020: £nil) relating to the cost of inventory.

12 Trade and other receivables

	2021 £'000	2020 £'000
Current assets		
Trade receivables	2,247	341
Other receivables	89	169
Amounts due from fellow subsidiaries	2	-
	2,337	510

Within the group headed by Anthology Group Limited intercompany balances are unsecured, payable on demand, and incur interest at 8.5% per annum.

ANTHOLOGY HALE WORKS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2021

13 Trade and other payables

	2021 £'000	2020 £'000
Current liabilities		
Trade payables	736	2,220
Contract liabilities	13,089	14,743
Amounts owed to fellow subsidiaries	831	25
Amounts owed to parent undertaking	701	-
Amounts owed to related parties	198	-
Accruals	5,046	4,690
	<u>20,601</u>	<u>21,678</u>

Within the group headed by Anthology Group Limited intercompany balances are unsecured, payable on demand, and incur interest at 8.5% per annum.

14 Borrowings

	2021 £'000	2020 £'000
Loan from parent company	-	6,692
Secured bank loan	37,159	49,750
	<u>37,159</u>	<u>56,442</u>
Payable within one year	<u>37,159</u>	<u>56,442</u>

During the year an amount of the loan from parent company in the amount of £7,564,000 was converted into the company's equity through issue of the company's 1 ordinary share of £1. The loan from the parent company was unsecured, repayable no later than 5 years from 29 February 2016 and carried a fixed interest rate of 8.5% but has been fully satisfied by the equity issue.

The secured bank loan relates to a £55,159,000 facility from GLA Land and Property Limited. The loan is secured on the company's assets and the land acquired, carries a fixed interest of 3.84% on £12,000,000 and 4.74% on the remainder, and was repayable on 31 January 2021. During the year the repayment date of January 2021 was extended to September 2021 and later repaid in full in August 2021 as part of the refinance provided by Laxfield LLP.

ANTHOLOGY HALE WORKS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2021

15 Leases

	Notes	Leasehold property Total £'000
Right of use assets		
At 1 July 2020		94
Amortisation		(37)
At 30 June 2021		57
Lease liabilities		
At 1 July 2020		98
Lease payments made		(41)
Interest accrued	7	3
At 30 June 2020		60
Current		40
Non-current		20
		60

16 Share capital and reserves

	2021 £	2020 £
Ordinary share capital		
Issued and fully paid		
3 (2020: 2) ordinary shares of £1 each	3	2

During the year 1 ordinary share of £1 was issued as part of the capitalisation of the loan from the parent company, Anthology Group Limited. As part of the transaction share premium of £7,564,000 arose.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

Reserves

Share premium reserve - relates to amounts subscribed for share capital in excess of nominal value.

Retained earnings - retained earnings comprise all other net gains and losses and transactions with owners (e.g., dividends) not recognised elsewhere.

17 Related party transactions

The company has taken advantage of the disclosure exemption available under FRS 101 paragraph 8(k) not to disclose transactions entered into between two or more wholly owned members of a group.

The company was recharged £198,195 (2020: £nil) for costs incurred by Lifestory Group Limited on the company's behalf, and £198,195 (2020: £nil) was outstanding at the year-end.

ANTHOLOGY HALE WORKS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2021

18 Ultimate controlling party

The company's immediate holding company is Anthology Group Limited and the ultimate holding company and controlling party is Brookfield Asset Management Inc.

Anthology Group Limited, a company incorporated in the United Kingdom, is the parent of the smallest group, of which Anthology Hale Works Limited is a member, to prepare consolidated financial statements. The consolidated financial statements can be obtained from its registered address of Anthology Group Limited: 105-107 Bath Road, Cheltenham, Gloucestershire, GL53 7PR.

Brookfield Asset Management Inc., a company incorporated in Canada, is the parent of the largest group, of which Anthology Hale Works Limited is a member, to prepare consolidated financial statements. The consolidated financial statements can be obtained from its registered address: Suite 300, Brookfield Place, 181 Bay Street, Toronto, Canada M5J 2T3.

19 Subsequent events

In August 2021, a new loan was completed to refinance the Hale Works scheme with a facility of £20,000,000 from Laxfield LLP for a 3-year term. The GLA Land and Property loan with a remaining balance at 30 June 2021 of £40,478,000 and a repayment date of September 2021 was fully repaid as part of the refinance.

20 Effects of changes in accounting policies

This note explains the impact of the change in accounting policy using IAS 23, 'borrowing costs', on the financial statements.

As indicated in note 2 above, the company reassessed the application of IAS 23, borrowing costs, and the approach to the capitalisation of transaction and interest costs incurred from loan finance into inventory as a qualifying asset. The conclusion drawn by management was that, whilst inventory meets the definition of a qualifying asset, an exemption could be taken from applying the scope of IAS 23 as the inventories are produced in large quantities on a repetitive basis.

As a result of the change in accounting policy there were prior year restatements to the company. The impact to the period ended 30 June 2020 as reflected in the statement of total comprehensive income and the consolidated statement of financial position was as follows; an increase in finance costs of £1,618,000, a decrease in inventories of £6,891,000, and a decrease in closing retained earnings of £6,891,000. The impact to the year ended 30 September 2019 as reflected in the statement of financial position was as follows; a decrease in inventories of £5,273,000, and a decrease in closing retained earnings of £5,273,000.