

**TH FERRY ISLAND GP LIMITED
(FORMERLY AR TH FERRY ISLAND
GP LIMITED)**

**DIRECTOR'S REPORT AND
UNAUDITED FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED
31 DECEMBER 2018**



TH FERRY ISLAND GP LIMITED

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TH FERRY ISLAND GP LIMITED

COMPANY INFORMATION

Directors	T B Goodall D J G Partridge K Wong
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Secretary	A J Sadler
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Company number	10184965
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Registered office	4 Stable Street London N1C 4AB
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TH FERRY ISLAND GP LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The directors present their report and the unaudited financial statements for the year ended 31 December 2018. During the year, the company changed its name from AR TH Ferry Island GP Limited to TH Ferry Island GP Limited.

Principal activity

The company is the general partner of TH Ferry Island Limited Partnership. TH Ferry Island Limited Partnership's principal activity is to acquire, actively manage and hold real estate as an investment in accordance with the long term objectives for the regeneration of Tottenham Hale.

Results and dividends

The results for the year are set out on page 3.

No ordinary dividends were paid in the current year (2017 - £nil). The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

R M Evans (resigned 15 November 2018)
T B Goodall (appointed 17 May 2018)
D J G Partridge
K Wong

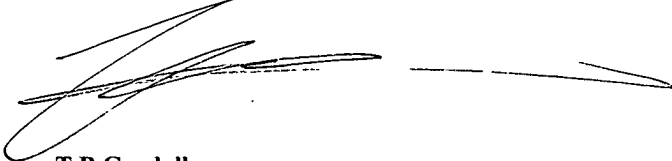
Audit

For the financial year ended 31 December 2018 the company was entitled to exemption from audit under section 477 of the Companies Act 2006.

Small company provisions

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

On behalf of the board



T B Goodall
Director

Date: 11 June 2019

TH FERRY ISLAND GP LIMITED

**STATEMENT OF COMPREHENSIVE INCOME (INCLUDING THE PROFIT AND LOSS ACCOUNT)
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Notes	2018 £	2017 £
Share of TH Ferry Island Limited Partnership loss		(4)	(242)
Administrative expenses		(10,249)	(307)
Loss before tax		(10,253)	(549)
Tax on loss	2	-	-
Loss and total comprehensive income for the financial year		(10,253)	(549)

The statement of comprehensive income (including the profit and loss account) has been prepared on the basis that all operations are continuing operations.

The notes on pages 6 to 14 form part of these financial statements.

TH FERRY ISLAND GP LIMITED

BALANCE SHEET
AS AT 31 DECEMBER 2018

	Notes	2018 £	2017 £
Fixed assets			
Investments	3	2	2
Current assets			
Debtors	4	1,192	1
Creditors: amounts falling due within one year	5	(11,771)	(331)
Net current liabilities		(10,579)	(330)
Total assets less current liabilities		(10,577)	(328)
Creditors: amounts falling due after more than one year	6	(193)	(189)
Net liabilities		(10,770)	(517)
Capital and reserves			
Called up share capital	7	1	1
Profit and loss account		(10,771)	(518)
		(10,770)	(517)

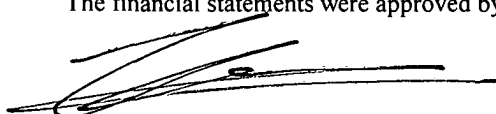
The notes on pages 6 to 14 form part of these financial statements.

For the year ended 31 December 2018, the company is entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies. The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

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

The financial statements were approved by the board of directors and authorised for issue:



T B Goodall
Director

Date: 11 June 2019

TH FERRY ISLAND GP LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Share capital	Profit and loss account	Total
	£	£	£
Balance at 1 January 2018	1	(518)	(517)
Loss and total comprehensive income for the financial year	-	(10,253)	(10,253)
Balance at 31 December 2018	<u>1</u>	<u>(10,771)</u>	<u>(10,770)</u>

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2017**

	Share capital	Profit and loss account	Total
	£	£	£
Balance at 1 January 2017	1	31	32
Loss and total comprehensive income for the financial year	-	(549)	(549)
Balance at 31 December 2017	<u>1</u>	<u>(518)</u>	<u>(517)</u>

The notes on pages 6 to 14 form part of these financial statements.

TH FERRY ISLAND GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1. Accounting policies

Company information

TH Ferry Island GP Limited is a private company limited by shares incorporated in England and Wales. The registered office is 4 Stable Street, London, N1C 4AB.

1.1 Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101') and in accordance with applicable accounting standards.

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

The financial statements have been prepared on the historical cost basis. The principal accounting policies adopted are set out below.

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

- the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share Based Payments;
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations;
- the requirements of paragraph 33(c) of IFRS 5 Non Current Assets Held For Sale and Discontinued Operations;
- the requirements of IFRS 7 Financial Instruments: Disclosures;
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
 - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
 - paragraph 50 of IAS 41 Agriculture;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to share based payments, financial instruments, capital management, presentation of a cash flow statement, presentation of comparative information in respect of certain assets, standards not yet effective, impairment of assets, business combinations, discontinued operations and related party transactions.

TH FERRY ISLAND GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1. Accounting policies (continued)

1.1 Basis of preparation (continued)

Where required, equivalent disclosures are given in the group financial statements of Argent Related Limited Partnership (2017 - Argent Related (General Partner) LLP). The group financial statements of Argent Related Limited Partnership are not publicly available but can be obtained as set out in note 9.

1.2 Going concern

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate. The company is dependent for its working capital on funds provided to it by Argent Related Limited Partnership, the ultimate parent undertaking, which has indicated that for at least 12 months from the date of approval of these financial statements, it intends to make available such funds as are needed by the company.

1.3 Fixed asset investments

The company has two wholly owned subsidiaries, TH Ferry Island Nominee 1 Limited (formerly AR TH Ferry Island Nominee 1 Limited) (10186185) and TH Ferry Island Nominee 2 Limited (formerly AR TH Ferry Island Nominee 2 Limited) (10186478). The company has recognised its investments in these entities at cost in line with IAS 27 Separate Financial Statements.

The company has a 0.1% interest in TH Ferry Island Limited Partnership ("the Limited Partnership") (LP017425). As the general partner of the Limited Partnership, the company is considered to have significant influence over it. The company has therefore recognised its investment in, and share of the result for the current period of, the Limited Partnership in accordance with IAS 28 Investments in associates and joint ventures, using the equity method.

As the results of the Limited Partnership are accounted for using the equity method, the Limited Partnership has taken advantage of the exemption from the requirement to file financial statements conferred under section 7 (1) and 2 (1) of the Partnerships (Accounts) Regulations 2008.

1.4 Financial assets

Financial assets are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Financial assets are initially measured at fair value plus transaction costs, other than those classified as fair value through profit and loss ('FVTPL'), which are measured at fair value.

Loans and receivables

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

1. Accounting policies (continued)

1.4 Financial assets (continued)

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each year end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investment have been affected.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

1.5 Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled, or they expire.

1.6 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.7 Taxation

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income (including the profit and loss account) 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. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the year end date.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

1. Accounting policies (continued)

1.7 Taxation (continued)

Deferred tax

Deferred 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 the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each year end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. 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. Deferred tax is charged or credited in the statement of comprehensive income (including the profit and loss account), except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to tax levied by the same tax authority.

TH FERRY ISLAND GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

2. Taxation

The tax assessed for the year is based on the standard rate of corporation tax in the UK of 19% (2017 - 19.25%). The differences are explained below:

	2018 £	2017 £
Loss before tax	(10,253)	(549)
Loss multiplied by standard rate of corporation tax in the UK of 19% (2017 - 19.25%)	(1,948)	(106)
Non-deductible expenses	1,559	-
Share of TH Ferry Island Limited Partnership's tax charge	7	89
Unutilised tax losses carried forward	382	17
Total tax charge for the year	-	-

At the year end, the company has a deferred tax asset of £399 (2017 - £17) in respect of tax losses carried forward amounting to £2,098 (2017 - £87), which has not been recognised due to the uncertainty regarding the timing of recoverability of those losses.

A reduction in the UK corporation tax rate from 20% to 19% (effective 1 April 2017) was substantively enacted on 26 October 2015. An additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future tax charge accordingly.

3. Fixed asset investments

	Investments in subsidiary companies £
Cost	
At 1 January 2018 and 31 December 2018	2

TH FERRY ISLAND GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

3. Fixed asset investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Country of incorporation	Registered address	Proportion of ownership interest	Nature of business
TH Ferry Island Nominee 1 Limited	United Kingdom	4 Stable Street, London N1C 4AB	100%	Holding company
TH Ferry Island Nominee 2 Limited	United Kingdom	4 Stable Street, London N1C 4AB	100%	Holding company

The company has recognised its investment in these entities at cost in line with IAS 27 Separate Financial Statements.

Investment in associate

The following was an associated undertaking of the company:

Name	Country of incorporation	Registered address	Proportion of ownership interest	Nature of business
TH Ferry Island Limited Partnership	United Kingdom	4 Stable Street, London N1C 4AB	0.1%	Holding company

As the general partner of the Limited Partnership, the company is considered to have significant influence over it.

The company's interest in its associated undertaking is accounted for using the equity method in the company's financial statements.

Summary of financial statements of associate

The following tables summarise the financial information of the associate as included in its own financial statements:

TH FERRY ISLAND GP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

3. Fixed asset investments (continued)

Share of results of associate for the year ended 31 December 2018

	2018	2017
	£	£
Rental income	156,350	149,780
Cost of sales	(32,724)	(39,375)
Administrative expenses	(128,240)	(105,560)
Operating (loss)/profit	(4,614)	4,845
Internal cost recharges	-	(247,032)
Interest income	121	152
Loss for the year	(4,493)	(242,035)
TH Ferry Island GP Limited's share of 0.1% loss for the year	(4)	(242)

Share of assets and liabilities of associate as at 31 December 2018

	2018	2017
	£	£
Non-current assets		
Investment property	22,282,282	13,539,764
Current assets		
Work in progress	10,567,842	3,247,648
Other current assets	1,782,978	628,145
Cash and deposits	495,697	358,983
Current liabilities		
Other current liabilities	(11,183,933)	(1,173,255)
Non-current liabilities		
Other non-current liabilities	-	(5,033,125)
Net assets	23,944,866	11,568,160
Members advances	(24,138,725)	(11,757,526)
	(193,859)	(189,366)
TH Ferry Island GP Limited's 0.1% share	(193)	(189)

TH FERRY ISLAND GP LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018****4. Debtors**

	2018	2017
	£	£
Amounts due from TH Ferry Island Limited Partnership	1,191	-
Unpaid share capital	1	1
	<u>1,192</u>	<u>1</u>

5. Creditors: amounts falling due within one year

	2018	2017
	£	£
Trade creditors	-	307
Amounts due to BXS DM Limited	21	21
Amounts due to TH Ferry Island Limited Partnership	7,147	-
Other creditors	3	3
Accruals and deferred income	4,600	-
	<u>11,771</u>	<u>331</u>

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

	2018	2017
	£	£
Share of associate's loss	193	189
	<u>193</u>	<u>189</u>

The associate made a loss for the year, therefore, the company has provided for its share of the loss as it has a contractual obligation to cover these losses. See note 3 for summary of financial statements of associate.

7. Share capital

	2018	2017
	£	£
Allotted and called up		
1 ordinary share of £1	1	1
	<u>1</u>	<u>1</u>

TH FERRY ISLAND GP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

8. Related party transactions

During the previous year, BXS DM Limited, a wholly owned subsidiary of Argent Related Limited Partnership, the company's ultimate controlling party, surrendered tax losses to the company. The amount due to BXS DM Limited at 31 December 2018 was £21 (2017 - £21), which is reflected in creditors (note 5).

During the year, TH Ferry Island Limited Partnership, a wholly owned subsidiary of Argent Related Limited Partnership, the company's ultimate controlling party, recovered VAT on behalf of the company amounting to £1,191 (2017 - £nil). The amount due from TH Ferry Island Limited Partnership at 31 December 2018 was £1,191 (2017 - £nil), which is reflected in debtors at the year end (note 4).

Also during the year, TH Ferry Island Limited Partnership paid invoices totalling £7,147 (2017 £nil) on behalf of the company. The amount due to TH Ferry Island Limited Partnership at 31 December is £7,147 (2017 £nil), which is reflected in creditors at the year end (note 5).

9. Controlling party

The company was a wholly owned subsidiary of AR TH Nominee Limited (10184127). During 2018, AR TH Nominee Limited assigned its investment in the company to AR TH Holdco Limited (10162613), which then became the immediate parent company. When AR TH Nominee Limited assigned its investment in the company to AR TH Holdco Limited, Argent Related (General Partner) LLP (OC404595 incorporated in England) ceased to be the ultimate controlling party and Argent Related Limited Partnership (LP017284 incorporated in England) became the ultimate controlling party.

The largest group in which the results of TH Ferry Island GP Limited are consolidated is that headed by Argent Related Limited Partnership, registered office 4 Stable Street, London N1C 4AB. The consolidated financial statements of this group may be obtained from 4 Stable Street, London N1C 4AB.