

Company Registration No. 11063783 (England & Wales)

DREAM NW1 CO-INVEST SPV LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION ON
14 NOVEMBER 2017 TO 31 MARCH 2019



DREAM NW1 CO-INVEST SPV LIMITED

CORPORATE INFORMATION

Directors	P J Goswell J W J Ritblat
Company Registration No.	11063783 (England & Wales)
Registered Office	6th Floor Lansdowne House Berkeley Square London W1J 6ER
Auditors	Ernst & Young LLP 1 More London Place London SE1 2AF

DREAM NW1 CO-INVEST SPV LIMITED

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DREAM NW1 CO-INVEST SPV LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 MARCH 2019

The Directors present their report and financial statements for the period from incorporation on 14 November 2017 to 31 March 2019.

Directors

The following Directors have held office during the period:

P J Goswell (appointed 14 November 2017)
J W J Ritblat (appointed 14 November 2017)

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

Statement of Directors' Responsibilities

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

Good practice requires the Directors to prepare financial statements for each financial year which 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 those financial statements, the Directors are required to:

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

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company. 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.

On behalf of the Board


.....
J W J Ritblat
Director

Date: 26.06.2019
.....

DREAM NW1 CO-INVEST SPV LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DREAM NW1 CO-INVEST SPV LIMITED FOR THE PERIOD ENDED 31 MARCH 2019

Opinion

We have audited the financial statements of DREAM NW1 Co-Invest SPV Limited for the period from incorporation on 14 November 2017 to 31 March 2019 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 11, 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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 March 2019 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 below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

Other information

The 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.

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.

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

DREAM NW1 CO-INVEST SPV LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DREAM NW1 CO-INVEST SPV LIMITED (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2019

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 1 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 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.

Ernst & Young LLP

Daniel Saunders (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

Date: 27 JUNE 2019

DREAM NW1 CO-INVEST SPV LIMITED

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31 MARCH 2019

		Period from 14 November 2017 to 31 March 2019 £
	Notes	
Turnover		-
Administrative expenses		(5,050)
Operating loss	4	(5,050)
Other interest receivable and similar income		860
Interest payable and similar charges		-
Gain on financial assets at fair value through profit or loss	6	7,329
Profit on ordinary activities before taxation		3,139
Tax on profit on ordinary activities	5	(1,246)
Profit for the financial period		1,893

OTHER COMPREHENSIVE INCOME

The Company has no comprehensive income other than the results for the year as set out above.

DREAM NW1 CO-INVEST SPV LIMITED

BALANCE SHEET AS AT 31 MARCH 2019

		31 March 2019 £
Fixed assets	Notes	
Investments	6	341,755
		<u>341,755</u>
Current assets		
Debtors	7	1
		<u>1</u>
Creditors:		
amounts falling due within one year	8	(339,862)
		<u>(339,861)</u>
Net current liabilities		
		<u>1,894</u>
Net assets		<u>1,894</u>
Capital and reserves		
Called up share capital		1
Profit and loss account		1,893
		<u>1,894</u>
Shareholder's funds		<u>1,894</u>

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.

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

The financial statements were approved on behalf of the Board by:


.....
J.W. J. Pitblat
Director

Date: 26.06.2019
.....

DREAM NW1 CO-INVEST SPV LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 MARCH 2019

	Called up share capital £	Profit and loss account £	Total equity £
Issue of share capital at 14 November 2017	1	-	1
Profit for the financial period	-	1,893	1,893
At 31 March 2019	<u>1</u>	<u>1,893</u>	<u>1,894</u>

DREAM NW1 CO-INVEST SPV LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

1 Company information

DREAM NW1 Co-Invest SPV Limited is a private limited company incorporated and domiciled in England & Wales. The registered office is 6th Floor Lansdowne House, Berkeley Square, London W1J 6ER. The Company was incorporated on 14 November 2017.

2 Accounting policies

2.1 Basis of preparation

The financial statements are prepared in Pounds sterling, which is the functional currency of the Company.

The financial statements have been prepared under the historic cost convention and in accordance with Section 1A - "Small Entities" of Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the UK and the Republic of Ireland" and the Companies Act 2006.

The financial statements present information about the Company as an individual undertaking and not about its Group. The Company has not prepared Group financial statements as the Company and its subsidiary form a small group and is therefore not required to prepare consolidated financial statements.

2.2 Going concern

The Company is supported by its immediate parent company and the Directors are actively seeking new opportunities which will allow the Company to continue in operational existence for the foreseeable future. As a consequence, the Directors believe that the Company is well placed to manage its business risks successfully. After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

2.3 Impairment of non-financial assets

At each reporting date the Company assesses whether there is an indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If there is no indication of impairment, it is not necessary to estimate the recoverable amount.

The Company recognises an impairment loss immediately in the Profit and Loss Account unless the asset is carried at a revalued amount in accordance with another section (e.g. property, plant and equipment). Any decrease in a revalued amount shall be in accordance with that other section.

2.4 Short-term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the Profit and Loss Account in other operating expenses.

2.5 Taxation

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

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold; and

- deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted.

DREAM NW1 CO-INVEST SPV LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2019

2 Accounting policies (continued)

2.5 Taxation (continued)

Deferred tax is measured on an undiscounted basis at the rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

2.6 Investments

Investments in subsidiaries are part of a wider investment portfolio and are therefore treated as equity investments. Equity investments are recognised initially at fair value which is normally the transaction price (but excludes any transaction costs, where the investment is subsequently measured at fair value through profit and loss). Subsequently, they are measured at fair value through profit or loss except for those equity investments that are not publicly traded and whose fair value cannot otherwise be measured reliably which are recognised at cost less impairment until a reliable measure of fair value becomes available. If a reliable measure of fair value is no longer available, the equity instrument's fair value on the last date the instrument was reliably measurable is treated as the cost of the instrument.

3 Directors' emoluments

In the current and prior years, no Director received emoluments for qualifying services and no Director retirement benefits are accruing under money purchase pension schemes.

4 Operating loss

Period from
14 November
2017 to
31 March 2019
£

Operating loss is stated after charging:

Auditor's remuneration

3,550

5 Taxation

Period from
14 November
2017 to
31 March 2019
£

Deferred tax

Origination and reversal of timing differences

1,246

Deferred tax charge

1,246

Factors affecting the total tax charge

Profit on ordinary activities before taxation

3,139

Profit on ordinary activities before taxation multiplied by
main rate of UK corporation tax of 19%

596

Effects of:

Group relief

796

Effects of different rates of tax

(146)

Total tax charge

1,246

DREAM NW1 CO-INVEST SPV LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2019

5 Taxation (continued)

Factors that may affect future tax charges

The Finance Act 2016 was enacted on 15 September 2016, and introduced a reduction in the headline rate of corporation tax from 19% to 17% from 1 April 2020. The deferred tax assets and liabilities reflect these rates.

6 Fixed asset investments

	Shares £	Total unlisted investments £
At 14 November 2017	-	-
Additions	334,426	334,426
Fair value adjustment	7,329	7,329
At 31 March 2019	341,755	341,755

Fair value is assessed with reference to underlying investment property revaluation adjustments.

At 31 March 2019 the company had interests in the following subsidiaries:

Subsidiary	Types of shares held	Proportion held	Country of incorporation	Nature of business
NW1 Co-Invest US, LLC	Ordinary	80%	USA (Delaware)	Real Estate Investment

7 Debtors

	2019 £
Amounts owed by group undertakings	1
	1

Amounts due from group companies are repayable on demand.

8 Creditors:

amounts falling due within one year

	2019 £
Other creditors	5,050
Amounts owed to group undertakings	333,566
Deferred tax	1,246
	339,862

Amounts due to group companies are payable on demand.

9 Capital commitments

At 31 March 2019 the company had entered into non-cancellable capital commitments for investments totalling £308,222.

DREAM NW1 CO-INVEST SPV LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 MARCH 2019

10 Related party transactions

The Company has taken advantage of the exemption in FRS 102 from the requirement to disclose transactions with group undertakings on the grounds that it is a wholly owned subsidiary of Cortx 1 Limited, whose consolidated financial statements are publicly available.

11 Control

The ultimate parent undertaking is Cortx 1 Limited, a company registered in England & Wales. Cortx 1 Limited is the parent company of both the largest and smallest group of which the Company is a member. The consolidated financial statements of Cortx 1 Limited are publicly available at 6th Floor, Lansdowne House, Berkeley Square, London W1J 6ER.