

Registered Number: 11459517

URBANEST UK VICTORIA GP1 LIMITED  
ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2020



## **Urbanest UK Victoria GP1 Limited**

### **Directors' Report for the year ended 31 December 2020**

---

The Directors submit their annual report with the audited financial statements of Urbanest UK Victoria GP1 Limited ("the Company") for the year ended 31 December 2020.

#### **RESULTS FOR THE YEAR**

The results are set out in the Statement of comprehensive income on page 6.

#### **PRINCIPAL ACTIVITIES**

The Company's principal activity in the year under review was that of acting as a General Partner to Urbanest UK Victoria Limited Partnership, a fellow subsidiary of Urbanest UK Limited Partnership, registered in the United Kingdom. No changes in the Company's principal activity are anticipated in the foreseeable future.

The principal place of business of the Company is 101 St Martin's Lane, London, WC2N 4AZ.

No strategic report has been prepared as the Company has elected to make use of the disclosure exemption for small companies under Companies Act 2006, s.414B.

#### **DIRECTORS**

The Directors who held office during the year and at the date of signing this report were:

R. Patel  
T. Thakore  
M. Morgan  
V. Skinner

#### **GOING CONCERN**

The Directors have reviewed the current and projected financial position of the Company, making reasonable assumptions about future performance and believe that the Company has adequate financial resources and is well placed to manage its business risks successfully to meet liabilities as they fall due and continue in operation for at least 12 months after these financial statements are signed.

#### **SUBSEQUENT EVENTS**

There were no material events after the date of the balance sheet that have a bearing on the understanding of these financial statements.

#### **INDEPENDENT AUDITORS**

The independent auditors, PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at a General Meeting.

**Urbanest UK Victoria GP1 Limited**  
**Directors' Report for the year ended 31 December 2020**

---

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS**

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

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

Under company law, 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 the financial statements, the directors are required to:

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

The Directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

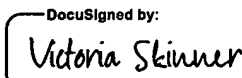
The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

**DIRECTORS' CONFIRMATIONS**

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

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the Board

DocuSigned by:  
  
B25BC90520ED427...  
V Skinner  
Director  
Urbanest UK Victoria GP1 Limited

Date: 10 June 2021

Registered in England and Wales  
Registered number: 11459517

## Urbanest UK Victoria GP1 Limited

### Independent auditors' report to the members of Urbanest UK Victoria GP1 Limited

---

#### Report on the audit of the financial statements

##### Opinion

In our opinion, Urbanest UK Victoria GP1 Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: Balance sheet as at 31 December 2020; the Statement of comprehensive income and Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

##### Basis for opinion

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

##### Independence

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

##### Conclusions relating to going concern

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

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

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

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

##### Reporting on other information

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

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

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

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

##### Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

**Urbanest UK Victoria GP1 Limited**

**Independent auditors' report to the members of Urbanest UK Victoria GP1 Limited**

---

**Responsibilities for the financial statements and the audit***Responsibilities of the Directors for the financial statements*

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to company law and other applicable laws and regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to increase revenue or reduce expenditure and management bias in accounting estimates and judgemental areas of the financial statements. Audit procedures performed by the engagement team included:

- discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud and review of the reports made by management
- Reviewing relevant meeting minutes
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations; and
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

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

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

*Use of this report*

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

**Other required reporting****Companies Act 2006 exception reporting**

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

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

We have no exceptions to report arising from this responsibility.

**Urbanest UK Victoria GP1 Limited**

**Independent Auditors' Report to the Members of Urbanest UK Victoria GP1 Limited**

---

**Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the Directors were not entitled to: take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

DocuSigned by:

*Caroline Palau*

D9A6A83003004B1...

Caroline Palau (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
10 June 2021

**Urbanest UK Victoria GP1 Limited**  
**Statement of comprehensive income for the year ended 31 December 2020**

		Year ended 31 December 2020	Year ended 31 December 2019
	Note	£	£
Profit share from Urbanest UK Victoria Limited Partnership	5	2,542	-
<b>Profit before taxation</b>		<b>2,542</b>	<b>-</b>
Tax on profit	6	-	-
<b>Profit and total comprehensive income for the financial year</b>		<b>2,542</b>	<b>-</b>

All amounts arise from continuing operations.

There are no recognised gains or losses other than those shown in the Statement of comprehensive income above.

The notes on pages 9 to 11 form an integral part of these financial statements.

There are no items which would be recognised in a separate Statement of comprehensive income other than the profit for the financial year and therefore the Company has adopted the approach to present a single Statement of comprehensive income.

**Urbanest UK Victoria GP1 Limited**  
**Statement of changes in equity for the year ended 31 December 2020**

	Called up Share Capital	Retained earnings	Total Shareholders' funds
	£	£	£
<b>At 1 January 2019</b>	2	-	2
Result for the financial year	-	-	-
<b>Total comprehensive income</b>	-	-	-
<b>At 31 December 2019</b>	2	-	2
Profit for the financial year	-	2,542	2,542
<b>Total comprehensive income</b>	-	2,542	2,542
<b>At 31 December 2020</b>	2	2,542	2,544

The notes on pages 9 to 11 form an integral part of these financial statements.

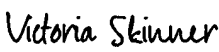


**Urbanest UK Victoria GP1 Limited**  
**Balance sheet as at 31 December 2020**

		31 December 2020	31 December 2019
	Note	£	£
<b>Current assets</b>			
Debtors	8	2,544	2
		<u>2,544</u>	<u>2</u>
<b>Net current assets</b>		<u>2,544</u>	<u>2</u>
<b>Total assets less current liabilities</b>		<u>2,544</u>	<u>2</u>
<b>Net assets</b>		<u>2,544</u>	<u>2</u>
<b>Capital and reserves</b>			
Called up share capital	9	2	2
Retained earnings		2,542	-
<b>Total shareholders' funds</b>		<u>2,544</u>	<u>2</u>

The notes on pages 9 to 11 form an integral part of these financial statements.

The financial statements on pages 6 to 11 were approved by the Board of Directors on 10 June 2021 and signed on its behalf by

DocuSigned by:  
  
 B258C90520ED427...  
 V Skinner  
 Director  
 Urbanest UK Victoria GP1 Limited

## Urbanest UK Victoria GP1 Limited

### Notes to the financial statements for the year ended 31 December 2020

#### 1. Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Urbanest UK Victoria GP1 Limited ("the Company") for the year ended 31 December 2020 were authorised for issue by the Directors on 10 June 2021 and the Balance sheet was signed on behalf of the Directors by **V Skinner**. These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") and in accordance with applicable accounting standards. The Company's financial statements are presented in Sterling and all values are rounded to the nearest pound except when otherwise indicated.

The principal accounting policies adopted by the Company are set out in Note 2.

#### 2. Accounting policies

##### (a) Basis of preparation

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2020.

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

(a) the requirements of IFRS 7 *Financial Instruments*.

(b) the requirements of paragraphs 91-99 of IFRS 13 *Fair Value Measurement*.

(c) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of IAS 16 *Property, Plant and Equipment*, IAS 40 *Investment Property*.

(d) the requirements of paragraphs 10(d), 10(f), 38(c) and 134-136 of IAS 1 *Presentation of Financial Statements*.

(e) the requirements of IAS 7 *Statement of Cash Flows*.

(f) the requirements of paragraphs 30 and 31 of IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*.

(g) the requirements of paragraph 17 of IAS 24 *Related Party Disclosures*.

(h) 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.

(i) the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 *Impairment of Assets*.

(j) the requirements of IAS 8 IFRSs issued but not effective.

The financial statements have been prepared on the historical cost basis. The financial statements are presented in sterling, the functional currency of the Company, which is the currency of the primary environment in which it operates. For many entities, this is the currency of the country in which they operate.

##### (b) Going Concern

The Directors have reviewed the current and projected financial position of the Company, making reasonable assumptions about future performance. The Directors believe that the Company has adequate financial resources and is well placed to manage its business risks successfully to meet liabilities as they fall due and continue in operation for the foreseeable future.

##### (c) Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

No judgements or estimates have had significant effect on amounts recognised in the financial statements.

##### (d) Taxation

Taxation on the profit or loss for the year comprises current and deferred tax. Current tax is the tax payable on the taxable income for the year and any adjustment in respect of previous years.

Deferred tax is provided in full using the Balance sheet liability method on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the reporting date and are expected to apply when the asset is realised or the liability is settled.

Taxation is charged at the corporation tax rate of 19.00% (2019: 19.00%).

##### (e) Profit share

Income from investment in Group undertakings relates to profit share recognised on an accruals basis received as a General Partner as set out in Note 5.

##### (f) Debtors

The amounts owed by Group undertakings are classified as loans and other receivables. They are recognised initially at fair value then at amortised cost less provision for impairment.

**Urbanest UK Victoria GP1 Limited**  
**Notes to the financial statements for the year ended 31 December 2020**

**2. Accounting policies (continued)**

**Changes in accounting policy and disclosures**

**a. New and amended standards adopted by the Company**

The following standards and amendments have been adopted by the Company for the first time for the financial year beginning on 1 January 2020:

- Definition of Material – amendments to IAS 1 and IAS 8
- Interest Rate Benchmark Reform – amendments to IFRS 9, IAS 39 and IFRS 7
- Revised Conceptual Framework for Financial Reporting

None of these had significant impact on the financial statements of the Company.

**b. New standards and interpretations not yet adopted**

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2020 reporting periods and have not been early adopted by the Company. None of these is expected to have a significant effect on the financial statements of the Company.

There are no other IFRS standards or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

**3. Directors and employees**

The Directors did not receive any emoluments for their services (2019: £nil). However, there are Directors of the Company who receive salaries from another Group undertaking in respect of their employment by that entity for which no apportionment or recharge is made.

The Company had no employees in the current year (2019: nil).

**4. Auditors' remuneration**

No Audit fees were paid by the Company in the current year (2019: £nil). Audit fees of £3,506 (2019: £nil) are paid by Urbanest UK Victoria Limited Partnership on behalf of Urbanest UK Victoria GP1 Limited in relation to the audit of the financial statements.

The auditors did not provide any non-audit services to the Company during the current and prior year.

**5. Profit share from Urbanest UK Victoria Limited Partnership**

Income from investment in Group undertakings relates to the profit share received in relation to the Company's role as General Partner of Urbanest UK Victoria Limited Partnership.

**6. Tax on profit**

	Year ended 31 December 2020 £	Year ended 31 December 2019 £
Profit before taxation	2,542	-
Profit before taxation multiplied by the standard rate in the UK 19.00% (2019: 19.00%)	483	-
Effects of UK Group Tax Relief	(483)	-
<b>Total tax charge</b>	<b>-</b>	<b>-</b>

The UK corporation tax rate is 19% (2019: 19%).

**7. Dividends**

There were no dividends paid on the Company's ordinary share capital during 2020 (2019: £nil).

**Urbanest UK Victoria GP1 Limited**  
**Notes to the financial statements for the year ended 31 December 2020**

**8. Debtors**

	2020	2019
	£	£
Amounts owed by Group undertakings	2,544	2
	<u>2,544</u>	<u>2</u>

The amounts owed by Group undertakings are repayable on demand and carry no interest.

**9. Called up share capital**

	Authorised		Allotted and fully paid	
	2020	2019	2020	2019
	No	No	£	£
Ordinary shares of £1 each	2	2	2	2

**10. Cash flow statement exemption**

No cash flow statement has been prepared as the Company has elected to make use of the disclosure exemption under Financial Reporting Standard 101 with regards to the requirements of IAS 7 Statement of Cash Flows.

**11. Related party transactions**

The Company is a wholly owned subsidiary within Urbanest UK Limited Partnership Group ("the Group"), and has therefore elected to make use of the exemption provided in the requirements of paragraph 17 of IAS 24 *Related Party Disclosures* relating to Key Management Personnel and also has made use of the election not to disclose related party transactions entered into between two or more wholly owned members of the Group.

The Company did not enter into any transactions with related parties outside the Group during the year.

**12. Ultimate controlling party**

The immediate parent company is Urbanest UK Holdco Limited, a company registered in Jersey. The immediate parent of Urbanest UK Holdco Limited is Urbanest Holding Limited an entity registered in Jersey.

The immediate parent company of Urbanest Holding Limited is Urbanest UK Limited Partnership, which heads the largest Group and the smallest group being Urbanest UK Holdco Limited, for which the consolidated financial statements are prepared. The financial statements of Urbanest UK Limited Partnership are available from 2nd Floor, Gaspé House, 66-72 Esplanade, St Helier, Jersey, JE1 1GH.

The immediate controlling party of Urbanest UK Limited Partnership and the Group is considered to be its General Partner, Urbanest UK GP Limited.

At 31 December 2020, the Partnership considered the ultimate controlling party to be Evergreen Real Estate Partners LLC.

**13. Subsequent events**

There were no material events after the date of the balance sheet that have a bearing on the understanding of these financial statements.

Registered Number: LP019688

URBANEST UK VICTORIA LIMITED PARTNERSHIP

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

## Urbanest UK Victoria Limited Partnership

### General Partners' Report for the year ended 31 December 2020

The Directors of the General Partners ("the Directors") submit their annual report with the audited financial statements of Urbanest UK Victoria Limited Partnership ("the Limited Partnership") for the year ended 31 December 2020.

#### RESULTS FOR THE YEAR

The results are set out in the Statement of comprehensive income shown on page 6.

#### PRINCIPAL ACTIVITIES

The Limited Partnership was established on 27 July 2018 and is registered as a Limited Partnership in England under company law as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008.

The principal place of business of the Limited Partnership is 101 St Martin's Lane, London, WC2N 4AZ.

The Limited Partnership's financial performance has been adversely affected by the global COVID-19 pandemic. Throughout 2020 the UK government implemented a number of restrictive measures to prevent and slow down transmission of the disease, including, for parts of the year, the closure of UK university campuses. This reduced the demand for student accommodation in the UK and has led to lower occupancy in the Limited Partnership's investment property, as a result revenue for the year was **£1,434,869** compared to **£480,205** in the prior year.

The Directors believe that the Limited Partnership's strategy of focusing on prime central London location of the Camley Street property and forging close partnerships with highly reputable universities has served the Limited Partnership well and given the circumstances are pleased with the Limited Partnership's performance. Investment appetite for prime purpose built student accommodation buildings remains strong and is reflected in the fair value gain on investment property in the year of **£96,310 (2019: £4,405,147)**. This significantly contributed to the Limited Partnership's profit and total comprehensive income for the year of **£888,263 (2019: £4,394,986)**.

At the year end, the Limited Partnership's net assets totalled **£21,574,785 (2019: £21,518,004)**.

In accordance with the Limited Partnership's debt facilities, the Directors of the General Partners continually monitor and report on a quarterly basis to debt providers. All key trading and asset loan covenants (historic and projected) continue to be exceeded by both the Limited Partnership's trading and asset strength.

In accordance with the amended Limited Partnership Agreement dated 27 July 2019 ("LPA"), the principal activity of the Limited Partnership is that of property development and investment. No changes in the Limited Partnership's principal activity are anticipated in the foreseeable future.

No strategic report has been prepared as the Limited Partnership has elected to make use of the disclosure exemption for small qualifying partnerships under Companies Act 2006, s.414B and the Partnerships (Accounts) Regulations 2008.

#### PARTNERS

Urbanest UK Victoria GP1 Limited and Urbanest UK Victoria GP2 Limited, with no direct interest in the Limited Partnership, act as the General Partners to the Limited Partnership. The Limited Partners and their respective percentage holdings are shown below:

Urbanest UK Victoria Unit Trust	100%
---------------------------------	------

#### GOING CONCERN

The financial statements have been prepared on a going concern basis. The Partners believe that preparing the financial statements on a going concern basis is appropriate. The investment loan from NatWest of £25,000,000 is due to be repaid no later than 30 April 2022 is secured against the investment property at 84-99 Thirleby Rd, Westminster, London SW1P 1HH. The Partners believe that suitable financing will be sought and in place before this date.

#### PRINCIPAL RISKS AND UNCERTAINTIES

The principal risk facing the Limited Partnership is that poor performance of the investment property coupled with adverse market conditions and a falling demand for student beds might have a material impact on the asset valuation in the financial statements. The Limited Partnership's performance during the year indicates a satisfactory performance of the investment property held.

#### FINANCIAL RISK MANAGEMENT

The Limited Partnership's principal financial assets are cash, trade receivables and other receivables. The Limited Partnership has no significant concentration of credit risk, with exposure spread over a large number of counterparties.

#### SUBSEQUENT EVENTS

There were no material events after the date of the balance sheet that have a bearing on the understanding of these financial statements.

## Urbanest UK Victoria Limited Partnership General Partners' Report for the year ended 31 December 2020

### INDEPENDENT AUDITORS

The independent auditors, PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

### STATEMENT OF GENERAL PARTNERS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The General Partners are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law, as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008 (the "Regulations"), requires the General Partners to prepare financial statements for each financial year. Under that law the General Partners have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, as applied to qualifying partnerships, General Partners 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 the financial statements, the General Partners are required to:

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

The General Partners are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The General Partners 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.

### GENERAL PARTNERS' CONFIRMATIONS

In the case of each member in office at the date the General Partners' report is approved:

- so far as the member is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a member in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

DocuSigned by:  
V Skinner  
Director  
Victoria Skinner  
B25BC90520ED427...

For and on behalf of the General Partner,  
Urbanest UK Victoria GP1 Limited

Date: 10 June 2021

Registered Number: LP019688

DocuSigned by:  
V Skinner  
Director  
Victoria Skinner  
B25BC90520ED427...

For and on behalf of the General Partner,  
Urbanest UK Victoria GP2 Limited

Date: 10 June 2021

## Urbanest UK Victoria Limited Partnership

### Independent auditors' report to the partners of Urbanest UK Victoria Limited Partnership

---

#### Report on the audit of the financial statements

##### Opinion

In our opinion, Urbanest UK Victoria Limited Partnership's financial statements:

- give a true and fair view of the state of the partnership's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2020; the statement of comprehensive income and statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

##### Basis for opinion

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

##### Independence

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

##### Conclusions relating to going concern

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

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

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

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

##### Reporting on other information

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

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

With respect to the General Partners' Report, we also considered whether the disclosures required by the UK Companies Act 2006 as applied to qualifying partnerships have been included.

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

##### General Partners' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the General Partners' Report for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the partnership and its environment obtained in the course of the audit, we did not identify any material misstatements in the General Partners' Report.



## **Urbanest UK Victoria Limited Partnership**

### **Independent auditors' report to the partners of Urbanest UK Victoria Limited Partnership**

---

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

##### *Responsibilities of the general partner for the financial statements*

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

In preparing the financial statements, the general partner are responsible for assessing the partnership'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 general partner either intend to liquidate the partnership or to cease operations, or have no realistic alternative but to do so.

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Based on our understanding of the partnership and industry, we identified that the principal risks of non-compliance with laws and regulations related to company law and other applicable laws and regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006 as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to increase revenue or reduce expenditure, and management bias in accounting estimates and judgemental areas of the financial statements. Audit procedures performed by the engagement team included:

- discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud and review of the reports made by management
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations; and
- reviewing relevant meeting minutes, including those of the General Partner
- designing audit procedures to incorporate unpredictability over the nature, timing and extent of our testing of expenses

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

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

##### *Use of this report*

This report, including the opinions, has been prepared for and only for the partners of the qualifying partnership as a body in accordance with the Companies Act 2006 as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### **Other required reporting**

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

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the partnership, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of general partner' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

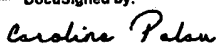
**Urbanest UK Victoria Limited Partnership**

**Independent auditors' report to the partners of Urbanest UK Victoria Limited Partnership**

---

**Entitlement to exemptions**

Under the Companies Act 2006 we are required to report to you if, in our opinion, the Directors were not entitled to: take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

DocuSigned by:  
  
D9A6A83003004B1...

Caroline Palau (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
10 June 2021

**Urbanest UK Victoria Limited Partnership**  
**Statement of comprehensive income for the year ended 31 December 2020**

		31 December 2020	31 December 2019
	Note	£	£
<b>Revenue</b>			
Property rental income	3	1,434,869	480,205
		<b>1,434,869</b>	<b>480,205</b>
<b>Cost of sales</b>			
Direct property costs	4	(41,036)	(15,482)
<b>Net rental income</b>		<b>1,393,833</b>	<b>464,723</b>
Property management and administrative expenses	5	(40,631)	(4,349)
Fair value gain on investment property	6	96,310	4,405,147
<b>Operating Profit</b>		<b>1,449,512</b>	<b>4,865,521</b>
Interest payable and similar charges	7	(561,249)	(470,535)
<b>Profit and total comprehensive income for the financial year attributable to the Partners' current account</b>		<b>888,263</b>	<b>4,394,986</b>

All amounts arise from continuing operations.

There are no recognised gains and losses other than those shown in the Statement of comprehensive income above.

The notes on pages 9 to 18 form an integral part of these financial statements.

There are no items which would be recognised in a separate Statement of comprehensive income other than the profit or the year and therefore the Limited Partnership has adopted to present a single Statement of comprehensive income.

**Urbanest UK Victoria Limited Partnership**  
**Statement of changes in equity for the year ended December 2020**

	Loans contributed by Partners (Note 16) £	Partners' Capital accounts £	Partners' Current accounts £	Total Partners' funds £
At 1 January 2019	33,547,070	100	(997,917)	32,549,253
Profit for the year	-	-	4,394,986	4,394,986
Total comprehensive income	-	-	4,394,986	4,394,986
Loans contributed in the year	2,985,920	-	-	2,985,920
Loans repaid in the year	(18,412,155)	-	-	(18,412,155)
At 31 December 2019	18,120,835	100	3,397,069	21,518,004
Profit for the year	-	-	888,263	888,263
Total comprehensive income	-	-	888,263	888,263
Loans contributed in the year	186,735	-	-	186,735
Loans repaid in the year	(1,375)	-	-	(1,375)
Distributions paid in the year	-	-	(1,016,842)	(1,016,842)
At 31 December 2020	18,306,195	100	3,268,490	21,574,785

The notes on pages 9 to 18 form an integral part of these financial statements.

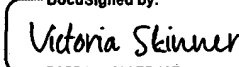
**Urbanest UK Victoria Limited Partnership**  
**Balance sheet as at 31 December 2020**

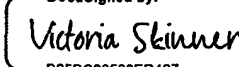
	Note(s)	31 December 2020 £	31 December 2019 £
<b>Assets</b>			
<b>Non-current assets</b>			
Investment properties	9	46,600,000	46,400,000
		<b>46,600,000</b>	<b>46,400,000</b>
<b>Current assets</b>			
Debtors	10	-	476
Cash and cash equivalents	11	264,074	391,451
		<b>264,074</b>	<b>391,927</b>
<b>Creditors: amounts falling due within one year</b>	12	(318,017)	(390,270)
<b>Net current (liabilities) / assets</b>		<b>(53,943)</b>	<b>1,657</b>
<b>Total assets less current liabilities</b>		<b>46,546,057</b>	<b>46,401,657</b>
<b>Creditors: amounts falling due after more than one year</b>			
Secured loans	13,14	(24,971,272)	(24,883,653)
<b>Net assets attributable to Partners represented by:</b>		<b>21,574,785</b>	<b>21,518,004</b>
Loans contributed by Partners	16	18,306,195	18,120,835
Partners' capital accounts	17	100	100
Partners' current accounts	18	3,268,490	3,397,069
<b>Total Partners' funds</b>		<b>21,574,785</b>	<b>21,518,004</b>

The notes on pages 9 to 18 form an integral part of these financial statements.

The financial statements on pages 6 to 18 were approved by the General Partners on 10 June 2021.

Signed on behalf of the General Partners

DocuSigned by:  
  
 B25BC90520ED427...  
 V Skinner  
 Director  
 Urbanest UK Victoria GP1 Limited

DocuSigned by:  
  
 B25BC90520ED427...  
 V Skinner  
 Director  
 Urbanest UK Victoria GP2 Limited

## Urbanest UK Victoria Limited Partnership

### Notes to the financial statements for the year ended 31 December 2020

#### 1. Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Urbanest UK Victoria Limited Partnership ("the Limited Partnership") for the year ended 31 December 2020 were authorised for issue by the Directors of the General Partners ("the Directors") on 10 June 2021 and the Balance sheet was signed on behalf of the Directors by **V Skinner**. These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101") and in accordance with applicable accounting standards. The Limited Partnership's financial statements are presented in Sterling and all values are rounded to the nearest pound except when otherwise indicated.

The principal accounting policies adopted by the Limited Partnership are set out in Note 2.

#### 2. Accounting policies

##### (a) Basis of preparation

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2020.

The financial statements have been prepared in accordance with the Companies Act 2006 as applied to qualifying partnerships by the Partnerships (Accounts) Regulations 2008 and in accordance with the Limited Partnership Agreement.

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

(a) the requirements of IFRS 7 Financial Instruments.

(b) the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement.

(c) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of IAS 16 Property, Plant and Equipment, IAS 40 Investment Property.

(d) the requirements of paragraphs 10(d), 10(f), 38(c) and 134-136 of IAS 1 Presentation of Financial Statements.

(e) the requirements of IAS 7 Statement of Cash Flows.

(f) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

(g) the requirements of paragraph 17 of IAS 24 Related Party Disclosures.

(h) 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.

(i) the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

(j) the requirements of IAS 8 IFRSs issued but not effective.

The financial statements have been prepared on the historical cost basis, as modified by revaluation of investment properties and derivatives, which have been measured at fair value. The financial statements are presented in sterling, the functional currency which is the currency of the primary economic environment in which the Limited Partnership operates.

##### (b) Going Concern

The Directors of the General Partner have reviewed the current and projected financial position of the Limited Partnership, making reasonable assumptions about future trading performance running scenario analysis and assessing debt covenant strength. The Directors of the General Partners believe that the Limited Partnership has adequate financial resources and is well placed to manage its business risks successfully to meet liabilities as they fall due and continue in operation for the foreseeable future.

##### (c) Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements:

##### *Revaluation of investment properties*

The Limited Partnership carries its investment properties at fair value, with changes in fair value being recognised in the statement of comprehensive income. The Limited Partnership engaged an independent valuation specialist to assess fair value as at 31 December 2020 for investment properties. Investment properties under development, are valued using the "residual method" of valuation, which is the investment method of valuation as described above, with a deduction for all costs necessary to complete the development, including a notional finance cost, together with a further allowance for remaining risk.

##### (d) Fair value measurement

The Limited Partnership measures its Investment properties at fair value at each Balance sheet date, with changes in fair value being recognised in the statement of comprehensive income. The Limited Partnership engaged an independent valuation specialist to assess fair value as at 31 December 2020 for investment properties.

Fair-value related disclosures of non-financial assets that are measured at fair value or where fair values are disclosed, are summarised in the following notes: Disclosures for valuation methods, significant estimates and assumptions – Note 2 (c) and investment properties Note 9.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: In the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Limited Partnership.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Limited Partnership uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

## Urbanest UK Victoria Limited Partnership

### Notes to the financial statements for the year ended 31 December 2020

#### 2. Accounting policies (continued)

##### (d) Fair value measurement (continued)

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Limited Partnership determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

The Directors determine the policies and procedures for both recurring fair value measurement, such as investment properties.

External valuers are involved for valuation of significant assets, such as investment properties. For the purpose of fair value disclosures, the Limited Partnership has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

##### (e) Revenue recognition

The turnover comprises property rental income received from a subsidiary undertaking during the year in relation to investment properties held by the Limited Partnership. Rental income is recognised on a straight-line basis over the lease term. Service and management charges are recognised in the accounting period in which the services are rendered.

##### (f) Taxation

The Limited Partnership is an English Limited Partnership. As such, the Limited Partnership is not subject to taxes in the United Kingdom, but rather the results of the Limited Partnership will be allocated to the Partners who may be taxed on their share of the results of the Limited Partnership, depending on their own tax status.

##### (g) Investment properties

###### (i) Valuation

Investment properties are held by the Limited Partner under a finance lease, held either to earn rental income or for capital appreciation or both. Investment property includes property that is being constructed or developed for future use as investment property.

Investment properties are measured initially at cost, including related transaction costs. After initial recognition at cost, investment properties are carried at fair value based on valuations determined by external valuers, Jones Lang LaSalle as adapted by the Directors at each reporting date.

Investment properties under development are measured at fair value if the fair value is considered to be reliably determinable. Investment properties under development for which the fair value cannot be determined reliably, but for which the Limited Partnership expects the fair value of the property will be reliably determinable when construction is completed, are measured at cost less impairment until the fair value becomes reliably determinable or construction is completed – whichever is earlier.

Investment properties under development, are valued using the "residual method" of valuation, which is the investment method of valuation as described above, with a deduction for all costs necessary to complete the development, including a notional finance cost, together with a further allowance for remaining risk. It is the Limited Partnership's policy to start capitalisation of development costs, once it is virtually certain that it will generate an inflow of economic benefits. The fair value of each investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in light of current conditions. It also reflects, on a similar basis, any cash outflows that could be expected in respect of the property.

Fair value is based on active market prices, adjusted, if necessary, for differences in the nature, location or condition of the specific asset. If this information is not available, the Limited Partnership uses alternative valuation methods, such as recent prices on less active markets or discounted cash flow projections. Valuations are performed as of the financial position date by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. These valuations form the basis for the carrying amounts in the financial statements. Investment property that is being redeveloped for continuing use as investment property or for which the market has become less active continues to be measured at fair value.

Subsequent expenditure is included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Limited Partnership and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of comprehensive income when they are incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised. A property is regarded as bought / sold when the significant risks and returns have been transferred to the buyer, which is normally on unconditional

exchange of contracts. Conditional exchanges are recognised only when all the significant conditions are satisfied. All changes in the fair value of the investment properties are recognised in the statement of comprehensive income.

##### (h) Borrowing costs

Borrowing costs associated with direct expenditure on investment properties or investment properties under development or undergoing major refurbishment are expensed to the Profit and Loss Account, in accordance with IAS 23 as borrowing costs directly attributable to the acquisition, construction or production of qualifying assets that are measured at fair value are not required to be capitalised.

##### (i) Trade and other debtors

Trade and other debtors are amounts due from tenants for services provided in the ordinary course of business. Trade debtors, which generally have 0 -30 day terms, are recognised and carried at the lower of their original invoiced value and recoverable amount. Provision for impairment is made through profit or loss when there is objective evidence that the Limited Partnership will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

##### (j) Cash

Cash consists of cash in hand and deposits held with banks, which are instantly available. Deposits with banks are held on both restricted and unrestricted accounts. Deposits held on restricted accounts are not readily available either because there is a charge over deposit or it is reserved for specific expenditure.

##### (k) Trade and other creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other creditors are recognised initially at fair value and subsequently at amortised cost using effective interest methods. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

##### (l) Financial instruments

###### (i) Financial assets

Financial assets within the scope of IFRS 9 are classified, at initial recognition, as financial assets at fair value through profit or loss (FVPL) or as derivatives designated as hedging instruments in an effective hedge. All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

## Urbanest UK Victoria Limited Partnership

### Notes to the financial statements for the year ended 31 December 2020

#### 2. Accounting policies (continued)

##### (l) Financial instruments (continued)

###### *Recognition and derecognition*

Regular 17 June 2021 purchases and sales of financial assets are recognised on the trade date, the date on which the Limited Partnership commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Limited Partnership has transferred substantially all the risks and rewards of ownership. The Limited Partnership's financial assets include cash and short-term deposits, trade and other debtors, including current and non-current rent deposits.

###### *Subsequent measurement*

For purposes of subsequent measurement, all financial assets are measured at FVPL where a gain or loss on an investment is recognised in profit or loss and is presented net within other gains (losses) in the period in which it arises.

##### (ii) Financial liabilities

The Limited Partnership recognises a financial liability when it first becomes a party to the contractual rights and obligations in the contract.

All financial liabilities are initially recognised at fair value, minus (in the case of a financial liability that is not at FVPL) transaction costs that are directly attributable to issuing the financial liability. Financial liabilities are measured at amortised cost, unless the Limited Partnership opted to measure a liability at FVPL.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

All loans and borrowings are initially recognised initially at fair value less directly attributable transaction costs. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Financial liabilities included in trade and other payables are recognised initially at fair value and subsequently at amortised cost. The fair value of a non-interest bearing liability is its discounted repayment amount. If the due date of the liability is less than one year, discounting is omitted.

##### (m) As a lessor

Lease income from operating leases where the Limited Partnership is a lessor is recognised in income

on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet in accordance with their nature.

##### (n) Impairment of assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

##### (o) Allocation of profits/ losses

Profits or losses made by the Limited Partnership are allocated to individual Partners' current accounts in proportion to capital and loan contributions made by the Partners, levels of which are determined by the General Partners in accordance with the LPA.

##### (p) Partners' capital accounts

Partners' capital accounts comprise of capital contributions in the year net of any capital repayments in the form of distributions made by the Limited Partnership.

There is no interest accruing on the Partners' capital accounts pursuant to Clause 9.5 of the LPA.

##### (q) Partners' current accounts

Partners' current accounts comprise of allocation of profits or losses made by the Limited Partnership net of any distributions made to Partners, which are not treated as capital or loan repayments.

There is no interest accruing on credit balances in the Partners' current accounts pursuant to Clause 10.5 of the LPA.

##### (r) Loans from Partners

Loan contributions to the Limited Partnership by the Partners are interest free and have no fixed repayment date, in accordance with Clauses 10.5 and 17.5 of the LPA.

The loan contributions are treated as equity because in accordance with the LPA there is no contractual obligation to deliver cash or to exchange financial assets or financial liabilities with the partner under conditions that are potentially unfavourable to the Limited Partnership.

There is fixed repayment date and there is no interest accruing on the loan.

#### Changes in accounting policy and disclosures

##### a. New and amended standards adopted by the Limited Partnership

The following standards and amendments have been adopted by the Limited Partnership for the first time for the financial year beginning on 1 January 2020:

- Definition of Material – amendments to IAS 1 and IAS 8
- Interest Rate Benchmark Reform – amendments to IFRS 9, IAS 39 and IFRS 7
- Revised Conceptual Framework for Financial Reporting

None of these had significant impact on the financial statements of the Limited Partnership.

##### b. New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2020 reporting periods and have not been early adopted by the Limited Partnership. None of these is expected to have a significant effect on the financial statements of the Limited Partnership.

There are no other IFRS standards or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Limited Partnership.



**Urbanest UK Victoria Limited Partnership**  
**Notes to the financial statements for the year ended 31 December 2020**

**3. Revenue**

The whole of turnover in the current and prior year is attributable to operations in the United Kingdom.

Turnover comprises lease rental payments received from a fellow subsidiary undertaking.

An analysis of revenue is given below:

	31 December 2020 £	31 December 2019 £
Property rental income received from a fellow subsidiary undertaking	1,434,869	480,205
Direct property costs	(41,036)	(15,482)
<b>Net rental income</b>	<b>1,393,833</b>	<b>464,723</b>

Management have determined that the Limited Partnership operates a single operating segment within the UK student accommodation sector.

**4. Direct property costs**

Direct property costs of £41,036 (2019: £15,482) comprise building insurance relating to the investment property.

**5. Property Management and administrative expenses**

Property Management and administration expenses of £40,631 (2019: £4,349) consist of all costs of running the Limited Partnership. No staff costs or overheads are capitalised.

**(a) Auditors' remuneration**

The auditors' remuneration for the year ended 31 December 2020 amounts to £8,324 (2019: £7,707) in relation to the audit of the financial statements.

The auditors did not provide any non-audit services to the Limited Partnership during the current year or prior year.

**(b) Employees**

The Limited Partnership had no employees during the year (2019: none).

**(c) Directors' emoluments / Corporate Services**

The Directors received no emoluments for their services to the Limited Partnership. However, there are Directors who receive salaries from another Group undertaking in respect of their employment by that entity for which no apportionment or recharge was made.

**6. Fair value gain on Investment property**

	31 December 2020 £	31 December 2019 £
Change in fair value of investment properties	96,310	4,405,147
	<b>96,310</b>	<b>4,405,147</b>

**7. Interest payable and similar charges**

	31 December 2020 £	31 December 2019 £
Interest payable on bank borrowings	87,620	58,653
Amortisation of arrangement fees	473,629	394,213
Other finance costs	-	17,669
	<b>561,249</b>	<b>470,535</b>

**Urbanest UK Victoria Limited Partnership**  
**Notes to the financial statements for the year ended 31 December 2020**

**8. Fair value measurement of financial instruments**

The accounting policies for financial instruments have been applied to the line items below:

	Loans and receivables 2020 £	Total 2020 £
<b>Assets per the Balance sheet</b>		
Trade debtors excluding prepayments	-	-
Cash and cash equivalents	264,074	264,074
	<b>264,074</b>	<b>264,074</b>
	Other financial liabilities at amortised cost 2020 £	Total 2020 £
<b>Liabilities as per the Balance sheet</b>		
Secured loans	24,971,272	24,971,272
Trade and other payables excluding accruals	139,109	139,109
	<b>25,110,381</b>	<b>25,110,381</b>
	Loans and receivables 2019 £	Total 2019 £
<b>Assets per the Balance sheet</b>		
Trade debtors excluding prepayments	476	476
Cash and cash equivalents	391,451	391,451
	<b>391,927</b>	<b>391,927</b>
	Other financial liabilities at amortised cost 2019 £	Total 2019 £
<b>Liabilities as per the Balance sheet</b>		
Secured loans	24,883,653	24,883,653
Trade and other payables excluding accruals	17	-
	<b>24,883,670</b>	<b>24,883,670</b>

The carrying value of short term receivables and payables are assumed to approximate their fair values where discounting is not material. The Limited Partnership had no assets or liabilities at fair value through profit or loss in 2020 or 2019.

**Urbanest UK Victoria Limited Partnership**  
**Notes to the financial statements for the year ended 31 December 2020**

**9. Investment Properties**

	Investment Properties £
Fair value at 1 January 2019	33,200,000
Capital expenditure	8,794,853
Net gain from fair value adjustment	4,405,147
	<hr/>
Fair value at 31 December 2019	46,400,000
Capital expenditure	103,690
Net gain from fair value adjustment	96,310
	<hr/>
<b>Fair value at 31 December 2020</b>	<b>46,600,000</b>

The historic cost of investment properties is £43,083,935 (2019: £42,980,245).

Investment Properties are held at fair value as determined by an external valuer, using a discounted cash flow approach. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied. These assets have been assessed as Level 3 assets in the fair value hierarchy.

The valuations were performed by Jones Lang LaSalle an accredited independent valuer with a recognised and relevant professional qualification. Within the valuation student rental growth is assumed at 3.00% per annum. Vacancy rate is 3.0% (2019: 3.0%). A deduction was applied to reflect the impact of the Covid-19 pandemic. This is equal to the current projection of the reduced revenue for the remainder of the 2020/21 academic year, calculated against projected non-pandemic performance, and an additional deduction of 10% of the projected direct let income for the remainder of the 2020/21 academic year. The discounted cash flow uses an NPV Discount Rate of 6.9% (2019: 7.0%) resulting in a net initial yield of 3.94% (2019: 4.0%).

The investment loan from NatWest of £25,000,000 in Urbanest UK Victoria Limited Partnership has a maturity of not later than 30 April 2022, is secured against the investment property under development at 84-99 Thirleby Rd, Westminster, London SW1P 1HH.

The fair value of the variable rate loan facility in Urbanest UK Victoria LP is not materially different to their carrying amounts, since the interest payable on those loans is close to the current market rates

**10. Debtors**

	2020 £	2019 £
Trade debtors	-	476
	<hr/>	<hr/>
	-	476

Trade debtors are non-interest bearing and are generally on terms of 0-30 days.

The amounts owed by Group undertaking are repayable on demand and carry no interest.

**11. Cash and cash equivalents**

	2020 £	2019 £
Cash in hand and deposits held with banks on unrestricted accounts	1,553	-
Deposits held with banks on restricted accounts	262,521	391,451
	<hr/>	<hr/>
	264,074	391,451

Deposits held with banks on restricted accounts comprise tenant deposits together with cash balances restricted under the terms of secured debt facilities which are under the control of the lender. There is a cash waterfall mechanism prescribed under the loan facility agreement, which governs how monies are released from the restricted bank accounts, under the loan facility agreement the security agent is permitted to use funds in these accounts to settle any unpaid amounts due to the lender. All deposits held by the Limited Partnership are held in unrestricted bank accounts.

**Urbanest UK Victoria Limited Partnership**  
**Notes to the financial statements for the year ended 31 December 2020**

**12. Creditors: amounts falling due within one year**

	2020	2019
	£	£
Bank overdraft	-	17
Trade creditors	139,109	-
Amounts owed to Group undertakings	18,952	12,648
Accruals	159,956	377,605
	<b>318,017</b>	<b>390,270</b>

Trade creditors are non-interest bearing and are normally settled on 30 day terms.

Amounts owed to Group undertakings are repayable on demand and carry no interest.

**13. Creditors: amounts falling due after more than one year**

	2020	2019
	£	£
Secured loans (Note 14)	24,971,272	24,883,653
	<b>24,971,272</b>	<b>24,883,653</b>

Secured loans comprise bank loans provided for the Limited Partnership's investment property.

**14. Secured loans**

	Nominal value	Unamortised issue costs	Book value
	£	£	£
31 December 2020	<b>25,000,000</b>	<b>(28,728)</b>	<b>24,971,272</b>
31 December 2019	25,000,000	(116,347)	24,883,653

In accordance with IFRS 9 'Financial Instruments', loans are stated net of issue costs which are amortised over the life of the loans.

The loan in Urbanest UK Victoria Limited Partnership of £25,000,000 (2019: £25,000,000) from NatWest has maturity of not later than 30 April 2022, a variable rate and is secured against the investment property under development at 84-99 Thirleby Rd, Westminster, London SW1P 1HH.

The bank loan has been in compliance with all loan covenants during the year and at the year end.

**15. Financial instruments risk management objectives and policies**

The Limited Partnership has identified exposure to the following financial risks:

- Market risk
- Credit risk
- Liquidity risk

The policies for managing each of these risks and the principal effects of these policies on the results for the year are summarised below:

**Market risk**

Market risk is the risk that changes in market conditions such as interest rates or demand for student accommodation will affect the Limited Partnership's income or valuations.

The valuation of the investment properties is inherently judgemental and involves a reliance on the work of independent professional qualified valuers. The Directors considered the independence and qualifications of the valuers engaged and reviewed the year end valuations, challenging the significant judgements and assumptions applied in their valuation model. Changes in these assumptions and judgements, such as occupancy rates and yields can lead to significant movements in property values and consequently unrealised gains or losses in the Statement of comprehensive income.

## Urbanest UK Victoria Limited Partnership

### Notes to the financial statements for the year ended 31 December 2020

#### 15. Financial instruments risk management objectives and policies (continued)

##### Credit risk

The Limited Partnership's main financial assets are cash and cash equivalents, deposits with banks and trade and other receivables. Credit risk is the risk of financial loss of a tenant or a counterparty, if a financial instrument counterparty fails to meet its contractual obligations. The Limited Partnership's exposure to this risk principally relates to the receivables from tenants and cash and cash equivalents balances held with counterparties. In the case of direct tenancies, trade debtors are spread over a large number of counterparties which helps to minimise risk. In respect of tenancies taken by educational institutions, credit worthiness is assessed on a case by case basis. The tenancies are normally secured either against security deposits or parent company guarantees. Trade debtors are reviewed for possible impairment on a regular basis.

Cash and cash equivalents are held with major UK and Jersey clearing banks in order to minimise any risk exposure in this area. The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	2020 £	2019 £
Cash and cash equivalents	264,074	391,451
Trade debtors	-	476
	<b>264,074</b>	<b>391,927</b>

##### Liquidity risk

Liquidity risk is the risk that the Limited Partnership will not be able to meet its financial obligations as they fall due.

The Limited Partnership's approach to managing liquidity is to ensure that it will always have sufficient funds to meet obligations as they fall due. This is performed via a variety of methods including daily cash flow review and forecasting, monthly monitoring of the maturity profile of debt and the regular revision of borrowing facilities in relation to the Limited Partnership's requirements and strategy.

Cash flow is monitored formally on a monthly basis as part of internal performance monitoring with regular daily monitoring and forecasting undertaken to manage day to day cash flows.

The following is an analysis of the contractual undiscounted cash flows payable under financial liabilities existing at the Balance sheet date.

	On demand £	Less than 3 months £	3 to 12 months £	1 to 5 years £	>5 years £	Total £
<b>31 December 2020</b>						
Secured loans	-	95,344	286,031	25,381,375	-	25,762,750
Trade payables	-	139,109	-	-	-	139,109
	<b>-</b>	<b>234,453</b>	<b>286,031</b>	<b>25,381,375</b>	<b>-</b>	<b>25,901,859</b>
<b>31 December 2019</b>						
Secured loans	-	143,227	429,681	26,145,816	-	26,718,724
Trade payables	-	17	-	-	-	17
	<b>-</b>	<b>143,244</b>	<b>429,681</b>	<b>26,145,816</b>	<b>-</b>	<b>26,718,741</b>

**Urbanest UK Victoria Limited Partnership**  
**Notes to the financial statements for the year ended 31 December 2020**

**16. Loans contributed by Partners**

	Total £
At 1 January 2019	33,547,070
Loans contributed in the year	2,985,920
Loans repaid in the year	(18,412,155)
<b>At 31 December 2019</b>	<b>18,120,835</b>
Loans contributed in the year	186,735
Loans repaid in the year	(1,375)
<b>At 31 December 2020</b>	<b>18,306,195</b>

**17. Partners' capital accounts**

	Total £
At 1 January 2020	100
<b>At 31 December 2020</b>	<b>100</b>

**18. Partners' current accounts**

	2020 £	2019 £
At 1 January	3,397,069	(997,917)
Profit transferred to Partners' current account	888,263	4,394,986
Distribution in the year	(1,016,842)	-
<b>At 31 December</b>	<b>3,268,490</b>	<b>3,397,069</b>

**19. Cash flow statement exemption**

No cash flow statement has been prepared as the Limited Partnership has elected to make use of the disclosure exemption under Financial Reporting Standard 101 with regards to the requirements of IAS 7 Statement of Cash Flows.

**20. Related party transactions**

The Limited Partnership is a wholly owned subsidiary within Urbanest UK Limited Partnership Group ("the Group"), and has therefore elected to make use of the exemption provided in the requirements of paragraph 17 of IAS 24 Related Party Disclosures relating to Key Management Personnel and also has made use of the election not to disclose related party transactions entered into between two or more wholly owned members of the Group.

The Limited Partnership did not enter into any transactions with related parties outside the Group during the year.

**21. Ultimate controlling party**

The immediate controlling parties of the Limited Partnership are considered to be the General Partners: Urbanest UK Victoria GP1 Limited and Urbanest UK Victoria GP2 Limited, both companies registered in the United Kingdom. The immediate parent of Urbanest UK Victoria GP1 Limited and Urbanest UK Victoria GP2 Limited is Urbanest UK Holdco Limited, a company registered in Jersey.

Urbanest UK Victoria Limited Partnership is owned by Urbanest UK Victoria Unit Trust, an entity registered in Jersey, whose immediate parent company is Urbanest UK Holdco Limited, a company registered Jersey.

The immediate parent of Urbanest UK Holdco Limited is Urbanest Holding Limited an entity registered in Jersey.

The immediate parent company of Urbanest Holding Limited is Urbanest UK Limited Partnership, which heads the largest Group and the smallest group being Urbanest UK Holdco Limited, for which the consolidated financial statements are prepared. The financial statements of Urbanest UK Limited Partnership are available from 2nd Floor, Gaspé House, 66-72 Esplanade, St Helier, Jersey, JE1 1GH.

The immediate controlling party of Urbanest UK Limited Partnership and the Group is considered to be its General Partner, Urbanest UK GP Limited.

At 31 December 2020, the Limited Partnership considered the ultimate controlling party to be Evergreen Real Estate Partners LLC.

**Urbanest UK Victoria Limited Partnership**  
**Notes to the financial statements for the year ended 31 December 2020**

---

**22. Subsequent events**

There were no material events after the date of the balance sheet that have a bearing on the understanding of these financial statements.