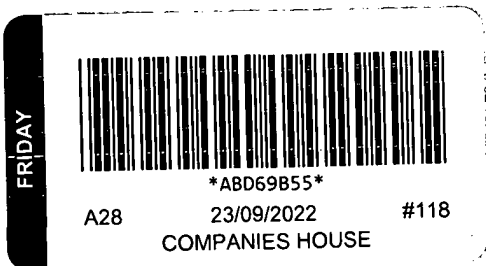


Company No. 11560568

**HE2 N1 BRISTOL 1 LIMITED**

**Directors' Report and Unaudited Financial Statements**

**For the year ended 31 December 2021**



**HE2 N1 BRISTOL 1 LIMITED**  
**Directors' report and financial statements**  
**For the year ended 31 December 2021**

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**HE2 N1 BRISTOL 1 LIMITED**  
**Directors' and other information**  
**For the year ended 31 December 2021**

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**Directors** Paul Cooper  
Robert Vicente  
Hannah Dove  
Caterina Juer  
Barbara Marovelli (Appointed on 19 February 2022)

**Registered office** 3rd Floor,  
11-12, St. James's Square,  
United Kingdom,  
SW1Y 4LB

**Corporate Administrator** Vistra (UK) Limited  
3rd Floor,  
11-12, St. James's Square,  
United Kingdom,  
SW1Y 4LB

**Company Secretary** Accomplish Secretaries Limited  
3rd Floor,  
11-12, St. James's Square,  
United Kingdom,  
SW1Y 4LB

**HE2 N1 BRISTOL 1 LIMITED**  
**Directors' report**  
**For the year ended 31 December 2021**

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**Directors' report**

The directors (the "Directors") present their report and the unaudited financial statements of HE2 N1 Bristol 1 Limited (the "Company") for the year ended 31 December 2021.

**Incorporation and principal activity**

The Company was incorporated in the United Kingdom on 10 September 2018, as a private limited company and GBP 1 ordinary share was issued at par on that date.

The principal activity of the Company is to acquire property on behalf of HE2 Bristol 1 Limited Partnership (the "Partnership") registered as a limited partnership under the Limited Partnerships Act 1907 with registered number LP019773. The Company acts as nominee to the Partnership and has transferred the beneficial ownership of the property to the Partnership. The Company has legal ownership of the property but the beneficial ownership is held by the Partnership.

**Results and dividends**

The Company was entitled to exemption to present income statement under section 480 of the Companies Act 2006.

The Directors do not recommend the payment of dividend for the year under review (2020: £Nil).

**Financial instruments**

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. Equity instruments are any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

**Going concern**

The financial statements of the Company are prepared on a going concern basis which assumes that the Company will continue in operational existence for the foreseeable future.

At reporting date, the Company is dormant. EU Industrial Club II UK AIV SCSp ("SCSp"), the ultimate parent company, has confirmed its intention to provide financial support to the Company to meet any future financial obligations as and when they fall due.

*Novel Coronavirus ("COVID-19") Global Pandemic*

The spread of the COVID-19 outbreak has caused severe disruption in the global economy and financial markets. Many countries have reacted by instituting quarantines and restricting travel. The outbreak has triggered a period of global economic slowdown.

The Directors have considered the impact of the COVID-19 on the going concern assumption of the Company and have not observed any material impact on the going concern status due to COVID-19 and they consider that this situation is likely to remain for the foreseeable future.

**Strategic report**

As the Company qualifies as a small company under the Companies Act 2006, the Company is exempt from the requirement to prepare the strategic report as permitted by the Act (Strategic Report and Directors' Report) Regulations 2013.

**HE2 N1 BRISTOL 1 LIMITED**  
**Directors' report(continued)**  
**For the year ended 31 December 2021**

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**Post balance sheet events**

The post balance sheet events have been disclosed in note 9 to the financial statements.

**Directors and their interests**

The following Directors held office during the year, and up to the date of this report:

- Paul Cooper
- Robert Vicente
- Hannah Dove
- Caterina Juer

Other changes in directors holding office are as follows:

On 19 February 2022, Barbara Marovelli was appointed as Director after 31 December 2021 but prior to the date of this report.

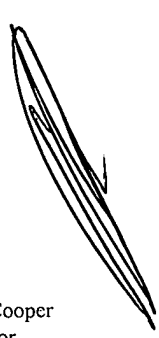
The Directors did not have any interest in the shares or options of the Company at any time during the year ended 31 December 2021 (2020: Nil).

**Political contributions**

The Company did not make any political donations during the year (2020: £Nil).

This report has been prepared in accordance with the provisions of section 15 of the Companies Act 2006 as already defined above relating to small companies.

Paul Cooper  
Director

  
8<sup>th</sup> September 2022

**HE2 N1 BRISTOL 1 LIMITED**  
**Statement of Directors' responsibilities**  
**For the year ended 31 December 2021**

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**Statement of Directors' responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union ("EU").

Under the Company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- state whether the financial statements have been prepared in accordance with IFRSs as adopted by the EU;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

On behalf of the board

Paul Cooper  
Director

Date:

8th Sept

**HE2 N1 BRISTOL 1 LIMITED**  
**Statement of profit or loss and other comprehensive income**  
**For the year ended 31 December 2021**

	31 December 2021	31 December 2020
	£	£
<b>Income</b>	-	-
<b>Operating expenses</b>	-	-
<b>Profit/ (loss) from operating activities before tax</b>	-	-
<b>Income tax expense</b>	-	-
<b>Profit/ (loss) for the year</b>	-	-
<b>Other comprehensive income/ (loss), net of tax</b>	-	-
<b>Total comprehensive income/ (loss) for the year</b>	-	-

All gains and losses and total comprehensive income/ loss for the year are attributable to the owner of the Company.

The notes on pages 9 to 13 form part of these unaudited financial statements.

**HE2 N1 BRISTOL 1 LIMITED**  
**Statement of financial position**  
**As at 31 December 2021**

		31 December 2021	31 December 2020
	Note	£	£
<b>ASSETS</b>			
Current assets			
Other receivables	3	1	1
<b>Total assets</b>		<u>1</u>	<u>1</u>
<b>EQUITY</b>			
Equity			
Share capital	4	1	1
<b>Total equity</b>		<u>1</u>	<u>1</u>

The Company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 December 2021.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 December 2021 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006; and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

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 by the Board of directors and authorised for issue on 8th Sept and were signed on its behalf by:

Paul Cooper  
 Director  
 Company No. 11560568

8th Sept 2022

The notes on pages 9 to 13 form part of these unaudited financial statements.



**HE2 N1 BRISTOL 1 LIMITED**  
**Statement of changes in shareholder's equity**  
**For the year ended 31 December 2021**

	Share capital £	Total equity £
<b>Balance as at 31 December 2019</b>	1	1
Issuance of ordinary shares	-	-
<b>Balance as at 31 December 2020</b>	1	1
Issuance of ordinary shares	-	-
<b>Balance as at 31 December 2021</b>	1	1

All equity is attributable to the holder of the ordinary shares in the Company.

The notes on pages 9 to 13 form part of these unaudited financial statements.

**HE2 N1 BRISTOL 1 LIMITED**  
**Statement of cashflows**  
**For the year ended 31 December 2021**

	31 December 2021	31 December 2020
	£	£
<b>Cash flows from operating activities</b>		
Total comprehensive income/ (loss) for the year	-	-
<b>Net cash from operating activities</b>	-	-
<b>Net movement in cash and cash equivalents</b>	-	-
Cash and cash equivalents at beginning of the year	-	-
<b>Cash and cash equivalents at end of year</b>	-	-

The notes on pages 9 to 13 form part of these unaudited financial statements.

**HE2 N1 BRISTOL 1 LIMITED**  
**Notes to the financial statements**  
**For the year ended 31 December 2021**

**1. General information**

The Company was incorporated on 10 September 2018 in the United Kingdom (UK) with registered number 11560568. The registered office of the Company is 3rd Floor 11-12, St James's Square, London, United Kingdom, SW1Y 4LB.

The principal activity of the Company is to acquire property on behalf of HE2 Bristol 1 Limited Partnership registered as a limited partnership under the Limited Partnerships Act 1907 with registered number LP019773. The Company acts as nominee to the Partnership and has transferred the beneficial ownership of the property to the Partnership. The Company has legal ownership of the property but the beneficial ownership is held by the Partnership.

The Company has no direct employees.

**2. Significant accounting policies**

**Basis of preparation**

The Company's financial statements have been prepared in accordance with IFRSs and International Financial Reporting Interpretation Committee ("IFRIC") as adopted by the EU and as applied in accordance with the Act.

The Company's financial statements have been prepared under the historic cost basis.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. Changes in assumptions may have a significant impact on the financial statements in the year the assumptions changed. The Directors believe that the underlying assumptions are appropriate.

**Changes in accounting policy and disclosures**

*(a) New standards, amendments and interpretations issued and effective for the financial year beginning 1 January 2021.*

All new and amended accounting standards which have become effective for the current year and applicable to the Company have been adopted. These standards have not been listed separately.

<b>Standards/interpretations</b>	<b>Effective date*</b>
Amended by Covid-19-Related Rent Concessions (Amendment to IFRS 16)	1 June 2020
Interest rate benchmark reform - Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)	1 January 2021
Amendments to IFRS 4 Insurance Contracts	1 January 2021

None of the above standards, amendments and interpretations had a significant impact on the Company's financial statements.

*(b) New standards, amendments and interpretations effective after 1 January 2021 and have not been early adopted*

<b>Description</b>	<b>Effective date*</b>
Amendments to IFRS 16 Leases: Covid-19 Related Rent Concessions beyond 30 June 2021	1 April 2021*
Amendments to IFRS 3 Business Combinations	1 January 2022*
AIERS 17: Insurance contracts	1 January 2023**
Amendments to IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies	1 January 2023**
IAS 1 Presentation of Financial Statements: Amendments regarding the classification of liabilities	1 January 2023**
Amendments to IAS 8 Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates	1 January 2023**
Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023**

The directors do not expect that the adoption of the above standards will have a material impact on the financial statements of the Company in future periods.

## 2. Significant accounting policies (continued)

### Basis of preparation (continued)

#### Going concern

The financial statements of the Company are prepared on a going concern basis which assumes that the Company will continue in operational existence for the foreseeable future.

As at the reporting date, the Company is dormant. EU Industrial Club II UK AIV SCSp ("SCSp"), the ultimate parent company, has confirmed its intention to provide financial support to the Company to meet any future financial obligations as and when they fall due.

#### COVID-19 Global Pandemic

The spread of the COVID-19 outbreak has caused severe disruption in the global economy and financial markets. Many countries have reacted by instituting quarantines and restricting travel. The outbreak has triggered a period of global economic slowdown.

The Directors have considered the impact of the COVID-19 on the going concern assumption of the Company and have not observed any material impact on the going concern status due to COVID-19 and they consider that this situation is likely to remain for the foreseeable future.

#### Functional and presentation currency

The financial statements are presented in Pound Sterling (GBP), which is the Company's functional currency. Functional currency is the currency of the primary economic environment in which the entity operates. The Company's main transactions are denominated in GBP. The Directors of the Company believe that GBP most faithfully represents the economic effects of the underlying transactions, events and conditions.

#### Other receivables

Other receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment.

#### Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity.

#### Financial instruments

##### i. Recognition and initial measurement

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

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

##### ii. Classification and subsequent measurement

###### Classification

The Company classifies its financial assets in the following measurement category:

- those to be measured subsequently at fair value (either through OCI or through profit or loss); and
- those to be measured at amortised cost.

The Company's financial assets are other receivables which are classified at financial assets at amortised cost.

##### iii. Derecognition

###### Financial assets

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

## **2. Significant accounting policies (continued)**

### **Basis of preparation (continued)**

#### **Financial instruments (continued)**

##### **iii. Derecognition (continued)**

###### **Financial assets (continued)**

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Company retains an option to repurchase part of a transferred asset), the Company allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

###### **Financial liability**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

##### **iv. Impairment**

The Company holds only other receivables with no financing component and which have maturities of less than 12 months at amortised cost and, as such, has chosen to apply an approach similar to the simplified approach for expected credit losses ("ECL") under IFRS 9 to all its other receivables. Therefore, the Company does not track changes in credit risk, but instead, recognises a loss allowance based on lifetime ECLs at each reporting date. No loss allowance was recognised at the reporting date as the balance of receivable is considered to be insignificant.

## **3. Other receivables**

Other receivables are recognised on an accruals basis.

	<b>31 December 2021</b>	<b>31 December 2020</b>
	<b>£</b>	<b>£</b>
Settlement with shareholders	1	1
	<u>1</u>	<u>1</u>

The amount due from related party is interest free, unsecured and receivable on demand.

## **4. Share capital**

	<b>31 December 2021</b>	<b>31 December 2020</b>
	<b>£</b>	<b>£</b>
Opening share capital	1	1
Share capital issued	-	-
<b>Closing share capital</b>	<u>1</u>	<u>1</u>

The authorised share capital of the Company consists of 1 share of GBP 1 each. All shares are equally eligible to receive dividends and the repayment of capital and represent one vote at the shareholders' meeting of the Company. As at 31 December 2021, 1 share was in issue amounting to GBP 1 (2020: GBP 1).

**5. Directors' remuneration**

The Directors did not receive any remuneration in respect of their services to the Company (2020: £ Nil).

**6. Financial risk management**

**Financial risk factors**

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk (including currency risk, interest rate risk and other price risk)

The directors of the Company review and agree policies for managing its risk exposure. The primary objectives of the financial risk management function are to establish appropriate risk limits, and then ensure that exposure to risks stays within these limits.

**Principal financial instruments**

The principle financial instrument used by the Company, from which financial instrument risk arises, is as follows:

- Other receivables

**Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables.

The Company's maximum exposure to credit risk by class of financial asset is as follows:

	31 December 2021	31 December 2020
	£	£
Other receivables	1	1
	<u>1</u>	<u>1</u>

**Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's position.

At reporting date, the Company is dormant. The ultimate parent company has confirmed its intention to provide financial support to the Company to meet any future financial obligations as and when they fall due.

As at 31 December 2021, the Company does not have any financial liabilities and hence is not exposed to liquidity risk.

**Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company's market risk arises from open positions in interest bearing assets and liabilities, to the extent that these are exposed to general and specific market movements.

IFRS 7 requires disclosure of sensitivity analysis for each type of market risk to which the entity is exposed at the report date showing how profit or loss and equity would have been affected by changing the relevant risk variables that were reasonably possible at that date.

The Company does not have significant exposure to price risk or cashflow and fair value interest rate risk and therefore no sensitivity analysis for those risks has been disclosed.

**Capital management**

The primary objective of the Company's management of capital is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the entity may requisite new shares, sell assets or return capital to shareholders.

The Company considers that capital is composed of equity share capital and retained earnings. The Company closely monitors the gearing ratio which involves any net debt and equity. The Company is not subject to externally imposed capital requirements.

**HE2 N1 BRISTOL 1 LIMITED**  
**Notes to the financial statements (continued)**  
**For the year ended 31 December 2021**

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**7. Holding and ultimate parent company**

One GBP 1 ordinary share issued is held by HE2 Bristol 1 GP Limited.

The ultimate parent of the Company is EU Industrial Club II UK AIV SCSp ("SCSp"), Luxembourg who is managed by its General Partner, HE Management II Sàrl, Luxembourg an entity ultimately wholly owned by Hillwood Development Company, LLC. All investment decisions are carried out by its advisors, TXRE Advisers, LLC, also wholly owned by Hillwood Development Company, LLC.

**8. Related party transactions**

At 31 December 2021, the Company had amount receivable of GBP 1 (2020: GBP 1) from HE2 Bristol 1 GP Limited.

**9. Post balance sheet events**

There have been no significant events that require disclosure to the financial statements since the year end and up to the date of approving the financial statements.