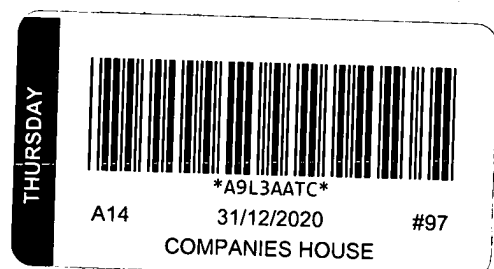


EHP (Buckingham) Limited

Audited Financial Statements

For the period from 14 February 2019 to 31 December 2019

Company Number: 11826814



EHP (Buckingham) Limited
Audited Financial Statements
For the period from 14 February 2019 to 31 December 2019

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EHP (Buckingham) Limited

Company Information

Directors

Zoe Amy Rizzuto
Helen Jayne Wetherall

Registered Office

8th Floor
1 Fleet Place
London
EC4M 7RA

Company Secretary

LHJ Secretaries Limited
3rd Floor, Liberation House
Castle Street
St. Helier
Jersey
JE1 2LH
Channel Islands

Independent Valuer

Knight Frank LLP
55 Baker Street
London
W1U 8AN

Solicitors

Pinsent Masons LLP
30 Crown Place
Earl Street
London
EC2A 4ES

Independent Auditor

BDO LLP
55 Baker Street
London
W1U 7EU

Administrator

Langham Hall Fund Management (Jersey) Limited
3rd Floor, Liberation House
Castle Street
St. Helier
Jersey
JE1 2LH
Channel Islands

EHP (Buckingham) Limited

Directors' Report

For the period from 14 February 2019 to 31 December 2019

The Directors present their report and financial statements for the period from 14 February to 31 December 2019. The report has been prepared in accordance with the special provisions relating to small companies under Section 415A (1) and (2) of the Companies Act 2006.

These are the Company's first set of financial statements.

Principal activities

EHP (Buckingham) Limited (the "Company") was incorporated on 14 February 2019. The Company's principal activity is a property investment company investing in UK Real Estate.

Strategic report

The Directors have taken advantage of the exemptions allowed under Section 414B of the Companies Act 2006 and have not prepared a Strategic Report.

Results and dividends

The profit for the period amounted to £349,830. The Directors have not paid a dividend in respect of the period.

Directors

The following persons served as directors during the period to date of signing:

Zoe Amy Rizzuto (appointed on 14 February 2019)

Helen Jayne Wetherall (appointed on 14 February 2019)

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, the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the Statement of Comprehensive Income of the Company for that period.

In preparing these financial statements, the Directors are required to:

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

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



Helen Jayne Wetherall

Director

Date: 16/12/2020

EHP (Buckingham) Limited
Independent Auditors' Report
For the period from 14 February 2019 to 31 December 2019

Opinion

We have audited the financial statements of EHP (Buckingham) Limited ("the Company") for the period ended 31 December 2019 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

Other information

The Directors are responsible for the other information. The other information comprises the information included in the directors' report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

EHP (Buckingham) Limited

Independent Auditors' Report

For the period from 14 February 2019 to 31 December 2019

Matters on which we are required to report by exception

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

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

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

Responsibilities of Directors

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

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

Auditor's responsibilities for the audit of the financial statements

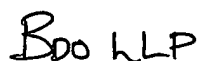
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee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

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

 BDO LLP

Geraint Jones (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
London
Date 16 December 2020

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

EHP (Buckingham) Limited
Statement of Comprehensive Income
For the period from 14 February 2019 to 31 December 2019

		14 Feb 2019 to 31 Dec 2019
	Note	£
Revenue		-
Administrative and other expenses excluding fair value movements	4	(117,433)
Change in fair value of investment property	6	509,459
Administrative and other expenses		<u>392,026</u>
Operating profit		392,026
Taxation charge	5	(42,196)
Total comprehensive income for the period		<u>349,830</u>

All amounts included in the Statement of Comprehensive Income relate to continuing activities.
There are no items of comprehensive income other than the profit for the financial period.

EHP (Buckingham) Limited

Company number: 11826814

Statement of Financial Position

As at 31 December 2019

		As at 31 Dec 2019
	Note	£
Assets		
Fixed assets		
Investment property	6	3,410,000
Total Fixed assets		3,410,000
Current assets		
Trade and other receivables	7	44,933
Total current assets		44,933
Total assets		3,454,933
Liabilities		
Non-current liabilities		
Deferred tax liability	5	42,196
Total current liabilities		42,196
Liabilities		
Current liabilities		
Trade and other payables	8	512,207
Total current liabilities		512,207
Total liabilities		554,403
Total net assets		2,900,530
Equity		
Share capital	9	100
Retained earnings		349,830
Capital contribution reserve	10	2,550,600
Total equity		2,900,530

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with FRS 102 'The Financial Reporting Standards applicable in the UK and Republic of Ireland'.

These financial statements were approved by the board of directors and authorised for issue on 16/12/2020 and are signed on behalf of the board by:



Helen Jayne Wetherall
Director

Company registration number: 11826814

The accompanying notes on pages 9 to 13 form part of the financial statements.

EHP (Buckingham) Limited

Statement of Changes in Equity

For the period from 14 February 2019 to 31 December 2019

	Note	Share capital £	Retained earnings £	Capital contribution reserve	Total equity £
Balance as at 14 February 2019		-	-	-	-
Shares issued	9	100	-	-	100
Total comprehensive income		-	349,830	-	349,830
Capital contribution reserve	10	-	-	2,550,600	2,550,600
Balance as at 31 December 2019		<u>100</u>	<u>349,830</u>	<u>2,550,600</u>	<u>2,900,530</u>

The accompanying notes on pages 9 to 13 form part of the financial statements.

EHP (Buckingham) Limited

Notes to the Financial Statements

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1.1 General information

The financial statements of EHP (Buckingham) Limited (the "Company") for the period ended 31 December 2019 were authorised for issue by the Board of Directors on 16 December, 2020.

The Company is a registered private company incorporated in the England and Wales with registration number 11826814. The registered office is 8th Floor, 1 Fleet Place, London, England, EC4M 7RA. The Company's principal activity is the investment of real estate in the UK.

These financial statements represent the separate financial statements of the Company and are the first set of financial statements prepared since incorporation.

1.2 Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 100 Application of Financial Reporting Requirements ("FRS 100") and Financial Reporting Standard 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties and derivative financial instruments, which have been measured at fair value through the Statement of Comprehensive Income, and in accordance with the Companies Act 2006.

The financial statements are prepared on a going concern basis.

The Company has taken advantage of the small companies' exemption which is permissible under FRS 102 Section 1A and have not provided a Statement of Cash Flow.

1.3 Going concern

As at the year end, the Company had net current liabilities of £467,274. The Directors have reviewed the current and projected financial position of the Company, making reasonable assumptions regarding the potential impact of COVID 19 on the financial position, including a letter of support that the Company's immediate parent will provide such support as is required for a period of at least 12 months from the date of signing of these financial statements. Whilst it is not possible to fully assess the impact on specific industries or their constituents at this stage, the Directors have a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future. Accordingly, Directors have adopted the going concern basis in preparing these financial statements.

2. PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below.

- **Currency**

The Company financial information is presented in Sterling (£) which is also the Company's functional currency.

EHP (Buckingham) Limited

Notes to the Financial Statements

2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

- **Investment property**

Investment property, which is property held to earn rentals and/or for capital appreciation, is initially measured at cost, being the fair value of the consideration given, including expenditure that is directly attributable to the acquisition of the investment property. Subsequent to initial recognition, investment property is stated at its fair value at the balance sheet date. Gains or losses arising from changes in the fair value of investment property are included in Statement of Comprehensive Income for the period in which they arise.

Subsequent expenditure is capitalised only when it is probable that future economic benefits are associated with the expenditure. All other property expenditure such as ongoing repairs and maintenance are expensed as incurred.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the Statement of Comprehensive Income in the period in which the property is derecognised.

Deferred acquisition costs represent costs incurred on investment properties which were acquired after the period and subsequently capitalised.

Significant accounting judgements, estimates and assumptions made in the valuation of investment properties are discussed in Note 3.

- **Rental income**

Rental income from investment property is recognised on a straight-line basis over the expected term of ongoing leases. Lease incentives and step rents with minimum uplifts are spread evenly over the expected lease term.

- **Taxation**

Taxation on the profit or loss for the period is comprised of current and deferred tax. Tax is recognised in the Statement of Comprehensive Income except to the extent that it relates to items recognised as direct movement in equity, in which case it is recognised as a direct movement in equity. Current tax is expected tax payable on taxable income for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

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

- **Trade and other receivables**

Trade and other receivables are amounts due in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are initially recognised at fair value, and subsequently where necessary re-measured at amortised cost less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence the Company will not be able to collect all amounts due in accordance with the original terms of the receivables. Balances are written off to the Statement of Comprehensive Income when the probability of recovery is assessed as being remote.

- **Trade and other payables**

Trade and other payables are classified as current liabilities if payment is due within one year or less from the end of the current accounting period. If not, they are presented as non-current liabilities. Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost until settled.

EHP (Buckingham) Limited

Notes to the Financial Statements

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires the directors to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial information:

- **Fair valuation of investment properties**

The Company uses the valuation carried out by its Independent Valuer as the fair value of its property portfolio. The valuation is based upon assumptions including future rental income and appropriate capitalisation rate. The Independent Valuer makes reference to market evidence of transaction prices for similar properties.

The Company's properties have been independently valued by Knight Frank LLP (the "Independent Valuer") in accordance with definitions published by the Royal Institution of Chartered Surveyors' ("RICS") Valuation – Professional Standards, July 2017, Global and UK Editions (commonly known as the "Red Book").

4. ADMINISTRATIVE AND OTHER EXPENSES

	14 Feb 2019 to 31 Dec 2019 £
Legal and professional expenses	96,899
Other expenses	20,534
	117,433

5. TAXATION

	14 Feb 2019 to 31 Dec 2019 £
Current tax liability	
Corporation tax on profits for the period	-
Deferred tax liability	
Origination and reversal of timing differences	42,196
Total corporation tax liability	42,196

EHP (Buckingham) Limited

Notes to the Financial Statements

5. TAXATION (CONTINUED)

Reconciliation of the total tax charge

The reconciliation of profit before tax multiplied by the standard rate of corporation tax for the year of 19% to the total tax charge in the income statement is as follows:

	14 Feb 2019 to 31 Dec 2019 £
Profit/(loss) on ordinary activities before tax	392,026
UK corporation tax at 19%	74,485
Effects of:	
Unrealised gain on valuation of investment property	(54,601)
Losses not recognised	22,312
Total tax charge	42,196
Deferred tax liability	
	As at 31 Dec 2019 £
Deferred tax liability brought forward	-
Origination and reversal of timing differences	42,196
Deferred tax liability carried forward	42,196

6. INVESTMENT PROPERTY

	As at 31 Dec 2019 £
Opening balance	-
Additions in the period	2,900,541
Change in fair value during the period/year	509,459
Closing balance	3,410,000

Knight Frank LLP, the independent valuer has valued the property at £3,410,000 as at 31 December 2019. The historic cost of the property is £2,900,541.

7. TRADE AND OTHER RECEIVABLES

	As at 31 Dec 2019 £
VAT receivable	44,833
Other debtors	100
	44,933

All trade and other receivables are considered due within one year.

EHP (Buckingham) Limited

Notes to the Financial Statements

8. TRADE AND OTHER PAYABLES

	As at 31 Dec 2019 £
Trade payables	91,157
CIS payable	58,223
Amounts owed to group undertakings	362,827
	<u>512,207</u>

All trade and other payables are considered due within one year.

9. SHARE CAPITAL

	As at 31 Dec 2019 £
Authorised:	
100 Ordinary Shares of £1.00 each	<u>100</u>
Issued:	
100 Ordinary Shares of £1.00 each	<u>100</u>

Share capital represents the nominal value of share capital subscribed for.

10. CAPITAL CONTRIBUTION RESERVE

The capital contribution reserve relates to the capital contributed by EHP BottomCo Limited during the period for the further issuance of shares in the Company. Please note that, on the issuance of further shares, all of the monies in the reserve will not be designated as capital.

	As at 31 Dec 2019 £
Opening balance	-
Capital contribution during the period	2,550,600
Closing balance	<u>2,550,600</u>

11. CONTINGENT LIABILITIES

There were no contingent liabilities as at 31 December 2019.

12. RELATED PARTY DISCLOSURES

As at 31 December 2019, included in trade and other payables is an interest free loan amount of £362,827 owed by the Company to EHP BottomCo Limited, a company registered in Jersey. The Company is wholly owned by EHP BottomCo Limited. The interest free loan amount is repayable on demand.

13. POST BALANCE SHEET EVENTS

On 23 March 2020, the UK Government announced a national lockdown in response to the COVID-19 virus outbreak. Whilst this post balance sheet event does not impact the amounts reported in the financial statements for the year ended 31 December 2019, the Directors have considered the likely impact on the Company and, as explained in Note 1, have concluded that the Company remains a going concern.

14. ULTIMATE CONTROLLING PARTY

The Company is wholly owned by its immediate parent EHP BottomCo Limited a company incorporated in Jersey. There is no ultimate controlling party.