Registration number: 12145767

Thorpe Park A2 Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2021



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Company Information

Directors S C McCabe

J J Tutton C J Shorrock

C M Jewel-Clark

Company secretary Esplanade Secretarial Services Limited

Registered office Europa House

20 Esplanade Scarborough YO11 2AQ

Auditors Mazars LLP 5th Floor

3 Wellington Place

Leeds LS1 4AP

Directors' Report for the Year Ended 31 December 2021

The directors present their report and the financial statements for the year ended 31 December 2021.

Directors of the company

The directors who held office during the year were as follows:

S C McCabe

J J Tutton

The following directors were appointed after the year end:

C J Shorrock (appointed 26 May 2022)

C M Jewel-Clark (appointed 26 May 2022)

The Directors recommend a final dividend payment of £Nil (2020: £Nil) be made in respect of the financial year ended 31 December 2021.

Impact of Brexit

The Directors have considered the impact of the withdrawl of the United Kingdom fom the EU and have not identified any significant impact on the business.

Impact of COVID-19 Coronavirus upon the Company

The Directors have considered the impact of COVID-19 virus upon the company and the development, the company has not identified any impact on rental income, property values, ability to sell or timescales for selling.

Going concern

The Directors' assessment of the going concern status of the company is detailed in note 2 of these financial statements.

Disclosure of information to the auditors

Each director has taken 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. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Reappointment of auditors

Mazars LLP continue in office in accordance with section 487(2) Companies Act 2006.

Small companies provision statement

This report has been prepared in accordance with the small companies regime under the Companies Act 2006.

Dec 16, 2022 Approved by the Board on and signed on its behalf by:

J J Tutton

Jeremy Tutton emy Tutton (Dec 16, 2022 12:36 GMT)

Director

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual 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 profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- · select suitable accounting policies and apply them consistently;
- 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 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.

Independent Auditor's Report to the Members of Thorpe Park A2 Limited

Opinion

We have audited the financial statements of Thorpe Park A2 Limited (the 'company') for the year ended 31 December 2021, which comprise the Profit and Loss account, the Statement of Comprehensive Income, the Balance Sheet, 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 101 "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 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
 and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. 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

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

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 original financial statements were authorised for issue.

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Independent Auditor's Report to the Members of Thorpe Park A2 Limited

Opinion on other matter prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- · the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemption 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 as set out on page 3 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.

Independent Auditor's Report to the Members of Thorpe Park A2 Limited

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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

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.

Based on our understanding of the company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, health and safety regulation, anti-money laundering regulation.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- inquiring of management and, where appropriate, those charged with governance, as to whether the company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- considering the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation and the Companies Act 2006.

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, revenue recognition (which we pinpointed to the completeness assertion) and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- gaining an understanding of the internal controls established to mitigate risks related to fraud;
- discussing amongst the engagement team the risks of fraud; and
- addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

Independent Auditor's Report to the Members of Thorpe Park A2 Limited

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



Ashley Barraclough (Senior Statutory Auditor) For and on behalf of Mazars LLP, Chartered Accountants and Statutory Auditor

5th Floor 3 Wellington Place Leeds LS1 4AP

Dec 16, 2022 Date:.....

Profit and Loss Account for the Year Ended 31 December 2021

	Note	2021 £	2020 £
Turnover	3	353,866	379,264
Cost of sales		(1,006,821)	(125,433)
Gross (loss)/profit		(652,955)	253,831
Administrative expenses		(10,723)	
Operating (loss)/profit	4	(663,678)	253,831
Other interest receivable and similar income	5	10	-
(Loss)/profit before tax		(663,668)	253,831
Tax on (loss)/profit	9		-
(Loss)/profit for the financial year		(663,668)	253,831

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

Operating loss is stated after charging Stock impairment (see Note 10).

Statement of Comprehensive Income for the Year Ended 31 December 2021

	2021 £	2020 £
(Loss)/profit for the year	(663,668)	253,831
Total comprehensive income for the year	(663,668)	253,831

(Registration number: 12145767) Balance Sheet as at 31 December 2021

	Note	2021 £	2020 £
Current assets			
Stocks	10	11,000,000	11,900,000
Debtors	11	550,297	388,048
		11,550,297	12,288,048
Creditors: Amounts falling due within one year	12	(11,960,133)	(12,034,216)
Net (liabilities)/assets		(409,836)	253,832
Capital and reserves			
Called up share capital	13	1	1
Profit and loss account	14	(409,837)	253,831
Shareholders' (deficit)/funds		(409,836)	253,832

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

Dec 16, 2022
Approved and authorised by the Board on and signed on its behalf by:

I I Tutton

Jeremy Tutton
Jeremy Tutton (Dec 16, 2022 12:36 GMT)

J J Tutton Director

Statement of Changes in Equity for the Year Ended 31 December 2021

	Share capital	Profit and loss account £	Total £
At 1 January 2021	1	253,831	253,832
Loss for the year	-	(663,668)	(663,668)
Total comprehensive loss		(663,668)	(663,668)
At 31 December 2021	1	(409,837)	(409,836)
		Profit and loss	
	Share capital	account	Total
	£	£	£
Profit for the year	_	253,831	253,831
Total comprehensive income	-	253,831	253,831
New share capital subscribed	1		1
At 31 December 2020	1	253,831	253,832

Notes to the Financial Statements for the Year Ended 31 December 2021

1 General information

The company is a private company limited by share capital, incorporated in England and Wales, company registration number 12145767.

The address of its registered office is:

Europa House

20 Esplanade

Scarborough

YO11 2AQ

The principal place of business is:

Building 3125

Century Way

Thorpe Park

Leeds

LS15 8ZB

These financial statements were authorised for issue by the Board on

Dec 16, 2022

Principal Activity

The principal activity of the company is property ownership.

2 Accounting policies

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value. They are presented in GBP and are rounded to the nearest pound.

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Notes to the Financial Statements for the Year Ended 31 December 2021

Summary of disclosure exemptions

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
- (i) paragraph 79(a)(iv) of IAS 1;
- (ii) paragraph 73(e) of IAS 16 Property, Plant & Equipment;
- The following paragraphs of IAS 1, 'Presentation of financial statements':
- 10(d), (statement of cash flows)
- 16 (statement of compliance with all IFRS),
- 38A (requirement for minimum of two primary statements, including cash flow statements),
- 38B-D (additional comparative information),
- 111 (cash flow statement information), and
- 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group where each member of the group is wholly owned
- The requirements of paragraphs 30 and 31 of IAS8 Accounting Policies, Changes in Accounting Estimates and Errors

The company has taken the exemption in accordance with the requirements of IFRS 7 'Financial Instruments: Disclosures', where equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated. Thorpe Park Holdings Limited discloses the carrying value of financial instruments in its own consolidated financial statements.

Going concern

These Financial Statements have been prepared on a going concern basis. The directors acknowledge the net liability position at the year end of £409,836. The Directors have received written confirmation from Thorpe Park Developments Limited that it will not call in any amounts owed to it, which at 31 December 2021 amounted to £11,819,337, until such time as the company is in a position to be able to repay the amounts owed.

The value of stock has been considered by the directors and recent changes in market conditions and expected future cash flows have resulted in the recognition of an impairment to stock during the year amounting to £917,886.

Based on the letter of support from Thorpe Park Developments Limited, the directors deem it appropriate to prepare the financial statements on a going concern basis.

Judgements and key source of estimation uncertainty

(i) Stock provisioning

The value of the Company's property assets is affected by market conditions. During the preparation of these financial statements, key management have given consideration to the carrying value of trading properties and development sites to determine if any stock provision is required. When making this judgement, key management have referred to a mixture of independent, external property valuation reports and internally prepared development appraisals. A provision of £917,886 was made during the year.

Revenue recognition

Sales of developed land and properties are recognised on unconditional exchange of contracts. Rental income is recognised from let properties held within Stock.

Notes to the Financial Statements for the Year Ended 31 December 2021

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates taxable income.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade debtors

Trade debtors are amounts due from customers for services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Stocks

Stock properties held for resale and development work in progress are stated at the lower of cost and net realisable value. For development properties, cost is based on the cost of the land and the cost incurred to date including any demolition costs. Net realisable value is based on estimated selling price after taking into account all further costs expected to be incurred on disposal.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Notes to the Financial Statements for the Year Ended 31 December 2021

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and loans to related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Notes to the Financial Statements for the Year Ended 31 December 2021

3	Reven	116

The analysis of the company's revenue for the year from continuing operations is as follows:

	2021	2020
	£	£
Rental income	353,866	379,264

The Company's rental income is derived from operating leases that are in place with tenants who occupy the portfolio of properties that are held for resale. The Company has the following future minimum lease payments receivable under non-cancellable operating leases expiring for each of the following periods:

2021	2020
£	£
656,858	350,729
•	996,249
	52,618
2,635,173	1,399,596
	656,858 1,974,209 4,106

The Company's operating leases typically require the tenants to be responsible for paying for repairing and insuring the property and include clauses allowing for rent reviews at certain points during the lease. The leases do not contain contingent rents.

4 Operating (loss)/profit

Arrived at after charging/(crediting)

Stock impairment	Note 10	2021 £ 917,886	2020 £
5 Other interest receivable and similar income		2021	2020

£ 10

6 Staff costs

Other finance income

The average number of employees (excluding directors) during the year was nil (2020: £nil).

7 Directors' remuneration

No remuneration were paid to the directors during the year (2020: £nil).

Notes to the Financial Statements for the Year Ended 31 December 2021

8 Auditors' remuneration

Auditors remuneration, in respect of audit services, of £5,250 (2020: £5,000) was borne on behalf of the company by Thorpe Park Developments Limited during the year.

Auditors remuneration, in respect of non audit services, of £2,850 (2020: £1,855) was borne on behalf of the company by Thorpe Park Developments Limited during the year.

9 Taxation

Tax charged/(credited) in the income statement

	2021	2020
	£	£
Total current income tax	-	

The tax on profit before tax for the year is the same as the standard rate of corporation tax in the UK (2020 - the same as the standard rate of corporation tax in the UK) of 19% (2020 - 19%).

The differences are reconciled below:

	2021 £	2020 £
(Loss)/profit before tax	(663,668)	253,831
Corporation tax at standard rate	(126,097)	48,228
Effect of expense not deductible in determining taxable profit (tax loss)	143	-
Deferred tax not recognised	165,729	-
Remeasurement of deferred tax for rate changes	(39,775)	-
Tax decrease arising from group relief		(48,228)
Total tax charge/(credit)	_	-

Changes to the UK corporation tax rates were announced as part of the Finance Bill 2021. The rate applicable from 1 April 2021 remains at 19% with an increase to 25% from 1 April 2023. These rates have been taken into consideration when calculating tax and any deferred tax balances at the reporting date.

Deferred tax

There are £662,918 of unused tax losses (2020 - £nil) for which no deferred tax asset is recognised in the Balance Sheet due to the uncertainty over the timing of when these losses will be utililised.

Notes to the Financial Statements for the Year Ended 31 December 2021

10 Stocks			
		2021	2020
Property held for sale		11,000,000	11,900,000
Impairment of stocks			
The amount of impairment loss included in profit or loss value in use.	is £917,886 (2020	- £Nil). This is due	to assesment of
11 Debtors			
		2021 £	2020 £
Trade debtors		202,301	81,906
Accrued income		347,996	306,142
		550,297	388,048
12 Creditors			
		2021	2020
	Note	£	£
Due within one year		•	
Trade creditors		18,679	25,494
Amounts due to related parties	15	11,819,337	11,997,491
Social security and other taxes		40,326	11,231
Accruals		81,791	
	•	11,960,133	12,034,216
13 Share capital			
Allotted, called up and fully paid shares			
202	:1	2020	0
No.	£	No.	£
Ordinary shares of £1 each1	1	1	1.

14 Reserves

The profit and loss account reserves represent accumulated profit after tax which are available for distribution.

Notes to the Financial Statements for the Year Ended 31 December 2021

15 Related party transactions

The company discloses transactions with related parties which are not wholly owned with the same group. It has taken the exemption to not disclose transactions with wholly owned members of the same group, in accordance with FRS 101 reduced disclosure framework.

16 Parent and ultimate parent undertaking

The company's immediate parent is Thorpe Park Developments Limited, incorporated in England and Wales.

The ultimate parent is Thorpe Park Holdings Limited, incorporated in England and Wales.

The most senior parent entity producing publicly available financial statements is Thorpe Park Holdings Limited. These financial statements are available upon request from Europa House, 20 Esplanade, Scarborough, YO11 2AQ.

The ultimate controlling party is Legal & General Capital Investments Limited.